

MARK E. FELGER (MF9985)
JERROLD N. POSLUSNY, JR. (JP7140)
COZEN O'CONNOR
LibertyView, Suite 300
457 Haddonfield Road
Cherry Hill, NJ 08002
(856) 910-5000
(856) 910-5075 (fax)

Attorneys for the Debtors

In re: : UNITED STATES BANKRUPTCY COURT
SHAPES/ARCH HOLDINGS L.L.C., et : FOR THE DISTRICT OF NEW JERSEY
al. : CHAPTER 11
Debtors. :
: CASE NO. 08-14631 (GMB)
: (Jointly Administered)

**THIRD INTERIM MONTHLY FEE STATEMENT OF COZEN O'CONNOR,
ATTORNEYS TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM MAY 1, 2008 THROUGH MAY 31, 2008**

TO: HONORABLE GLORIA M. BURNS
UNITED STATES BANKRUPTCY JUDGE

This Third Interim Monthly Fee Statement for Compensation and Reimbursement of Expenses (the “Third Interim Fee Statement”) is filed by Cozen O’Connor (“CO”), attorneys to Shapes/Arch Holdings L.L.C. and its related debtor entities, the debtors and debtors-in-possession (collectively the “Debtors”)¹, requesting compensation and reimbursement of expenses for services provided by CO as attorneys to the Debtors for the period from May 1, 2008 through May 31, 2008 (the “Third Interim Period”).

¹ In addition to Shapes/Arch Holdings L.L.C. (“Shapes/Arch”), the following entities, all of which are wholly owned subsidiaries or Shapes/Arch, also filed petitions on the Petition Date (defined below): Shapes L.L.C. (“Shapes”); Delair L.L.C. (“Delair”); Accu-Weld L.L.C. (“Accu-Weld”); and Ultra L.L.C. (“Ultra”).

Background

1. On March 16, 2008 (the “Petition Date”), the Debtors filed their petitions for relief under Chapter 11, Title 11 of the United States Code (the “Bankruptcy Code”).
2. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.
3. No trustee or examiner has been appointed in these cases.
4. An official committee of unsecured creditors (the “Committee”) was appointed on March 31, 2008 and has been actively involved in these cases since that time.
5. By Order dated April 9, 2008 CO was retained to represent the Debtors as their attorneys in these bankruptcy proceedings on the terms set forth in CO’s retention application, effective as of March 16, 2008.
6. On March 18, 2008, the Administrative Order Pursuant To 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Compensation Procedures Order”) was entered by the Court. CO submits this Third Interim Fee Statement for compensation and reimbursement of actual, necessary costs and expenses for its service to the Debtors.
7. CO’s previously submitted Monthly Fee Statements, are as follows:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid
4/23/08	March 16, 2008 through March 31, 2008	\$67,889	\$9,408.04	\$54,311.20 (\$67,889 x 80%)	\$9,408.04
5/22/08	April 1, 2008 through April 30, 2008	\$198,979	\$3,366.02	\$0.00	\$0.00

8. During this Third Interim Period, CO has been faithfully performing its duties under 11 U.S.C. § 327.

9. The professionals and paraprofessionals of CO who have rendered services in these cases for which CO seeks compensation are reflected on the attached Exhibit "A", which provides the name of the professionals and paraprofessionals that have rendered services in these cases, their hourly rates and amount of time spent by each professional in these cases.

10. In accordance with the Compensation Procedures Order, and as set forth in Local Rule 2016-1 and the Court's General Order Adopting Guidelines Governing Procedures for Payment of Interim Compensation and Reimbursement of Expenses to Professionals, a detailed chronological itemization of the services rendered by each professional and paraprofessional during the Third Interim Period, calculated by tenths of an hour, is attached hereto as Exhibit "B".

11. During the Third Interim Period, CO provided services to the Debtors in the total amount of \$193,539.50.

12. Attached hereto as Exhibit "C" is a summary of the actual and necessary expenses incurred. During this Third Interim Period, CO incurred actual and necessary expenses in the total amount of \$4,783.12.

13. Pursuant to the Compensation Procedures Order, CO seeks approval of 80% of the total compensation equal to \$154,831.60 (\$193,539.50 x 80%) and 100% reimbursement of expenses (\$4,783.12) incurred by CO during the Third Interim Period.

14. Prior to the commencement of these cases, CO was paid a retainer totaling \$180,227.67, a portion of which was utilized by CO to satisfy the fees and expenses requested in CO's First Interim Statement. The amount presently held by CO as a retainer is \$116,508.43.

15. In CO's retention application, CO requested that its retainer be treated as an "evergreen" retainer, i.e. that it be held by CO and applied against fees and expenses due in CO's final fee application in these cases.

16. The US Trustee raised an informal objection to CO's request for an evergreen retainer. In light of the informal objection, and the carveout provision in the Arcus interim debtor in possession financing order, CO did not press this issue at the time of its retention but rather preserved the right to do so at a later time in its retention Order.

17. CO renewed its request that the balance of its retainer in the amount of \$116,508.43 be treated as an evergreen retainer in its Second Interim Fee Statement and no objection was filed.

WHEREFORE, CO respectfully requests that, for the period from May 1, 2008 through May 31, 2008, a third interim allowance be made to CO in the total amount of \$154,831.60 (\$193,539.50 x 80% total fees incurred during the Third Interim Period) for compensation and \$4,783.12 for reimbursement of actual, necessary costs and expenses and that such amounts be authorized for payment from the Debtors.

Dated: June 12, 2008

COZEN O'CONNOR

By: /s/ Jerrold N. Poslusny, Jr.
Mark E. Felger
Jerrold N. Poslusny, Jr.

Attorneys for the Debtors

EXHIBIT "A"

PROFESSIONAL	PRACTICE AREA	YEAR ADMITTED	HOURS	RATE	FEE
Sandra A. Bloch	Corporate	1979	37.80	550.00	20,790.00
Eric D. Freed	Bankruptcy	1983	.60	550.00	330.00
Dennis L. Cohen	Corporate	1972	.90	550.00	495.00
Mark E. Felger*	Bankruptcy	1989	168.90	525.00	88,672.50
Jerrold N. Poslusny, Jr.	Bankruptcy	1999	149.60	375.00	56,100.00
Jennifer S. Reynolds	Corporate	2002	30.70	315.00	9,670.50
Sarah P. O'Donnell	Corporate	2005	4.40	230.00	1,012.00
Debbie Reyes, paralegal	Bankruptcy	n/a	72.60	195.00	14,157.00
Maryann Mills, paralegal	Bankruptcy	n/a	12.50	185.00	2,312.50
TOTAL:			478.00		\$193,539.50

* Mr. Felger was certified by the American Board of Certification in business bankruptcy in 2005.

%!
(disburse.jdt) STARTLM

June 11, 2008

SHAPES/ARCH HOLDINGS

RE: SHAPES/ARCH HOLDINGS/BANKRUPTCY

OUR FILE NO.: 220718.000

FEES FOR PROFESSIONAL SERVICES:	\$193,539.50
EXPENSES INCURRED:	\$4,783.12
TOTAL AMOUNT OF INVOICE NO: *****	\$198,322.62

TIME AND FEE SUMMARY				
TIMEKEEPER		RATE	HOURS	FEES
E D FREED		550.00	.60	330.00
S. A. BLOCH		550.00	37.80	20790.00
D. L. COHEN		550.00	.90	495.00
M.E. FELGER		525.00	168.90	88672.50
D. REYES		195.00	72.60	14157.00
J.N. POSLUSNY, JR.		375.00	149.60	56100.00
M. MILLIS		185.00	12.50	2312.50
S.P. O'DONNELL		230.00	4.40	1012.00
J.S. REYNOLDS		315.00	30.70	9670.50
	TOTALS		478.00	193539.50

SEARCH FEES - LIBRARY	205.28
MISCELLANEOUS	91.23
LUNCHEON MEETING	20.45
FEDERAL EXPRESS	453.41
SECRETARIAL OVERTIME	57.25
COURIER SERVICE	23.00

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 2

DUPLICATING	1916.20
POSTAGE	25.20
TRAVEL & MEALS SUBJECT TO I.R.S. LIMITATIONS ON	301.45
LONG DISTANCE TELEPHONE	40.68
FAX CHARGES	92.00
ON LINE RESEARCH	892.24
TRAVEL RELATED EXPENSES	664.73
EXPENSES INCURRED	\$4,783.12

GRAND TOTAL \$198,322.62

Remittance Advice

PLEASE RETURN THIS COPY WITH YOUR CHECK TO ENSURE PROPER CREDIT

Invoice No:
File/Matter No: 220718.000
Amount Due: 198,322.62

Please remit check payable to COZEN O'CONNOR to:

W1385
Cozen O'Connor
P.O. Box 7777
Philadelphia, PA 19175-0775

Please send wire transfers to:

Account Name:	Cozen O'Connor Executive Account
Account No:	2953925
Bank Name:	Mellon Bank
Bank ABA No:	031000037
Bank Address:	1735 Market Street
:	Philadelphia, PA 19103
Swift Code*:	MELNUS3P

* Only needed for international transfers.

Notification to Accounts Receivable Department at Cozen O'Connor,
phila.AccountsReceivable@cozen.com of the wire transmittal is always greatly
appreciated.

INVOICE NO.: *****

INVOICE DATE: Jun 11, 2008

09273.0001.000 SHAPES/ARCH HOLDINGS
220718.000 SHAPES/ARCH HOLDINGS/BANKRUPTCY

DATE		DESCRIPTION OF SERVICES		HOURS
DATE		DESCRIPTION OF SERVICES	CODE	HOURS
ASSET DISPOSITION				
05/07/08	MEF	MEMOS TO POTENTIAL BIDDERS RE: CONFIDENTIALITY AGREEMENT (2)	BKG102	0.30
05/08/08	MEF	MEMOS TO SUN'S COUNSEL RE: CONFIDENTIALITY AGREEMENT (2)	BKG102	0.20
05/08/08	MEF	MEMOS TO S. VICTOR RE: SUN AND LONGROAD CONFIDENTIALITY AGREEMENTS (3)	BKG102	0.20
05/08/08	SAB	REVISE LONGROAD CONFIDENTIALITY AGREEMENT	BKG102	0.30
05/08/08	SAB	REVISE SUN CONFIDENTIALITY AGREEMENT	BKG102	0.40
05/08/08	SAB	TELEPHONE CALL WITH MFELGER REGARDING CONFIDENTIALITY AGREEMENT	BKG102	0.10
05/08/08	SAB	E-MAIL TO SVICTOR REGARDING CONFIDENTIALITY AGREEMENT	BKG102	0.20
05/10/08	MEF	MEMOS TO S. VICTOR RE: CONFIDENTIALITY AGREEMENTS (2)	BKG102	0.20
05/12/08	SAB	MULTIPLE E-MAILS REGARDING SUN CONFIDENTIALITY AGREEMENT	BKG102	0.30
05/12/08	SAB	TELEPHONE CALL WITH S.VICTOR RE: CONFIDENTIALITY AGREEMENT	BKG102	0.20
05/13/08	SAB	PREPARE FORM CONFIDENTIALITY AGREEMENT	BKG102	0.30

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 5

05/14/08	SAB	CONFERENCE CALL WITH MFELGER, CLIENT, SVICTOR AND JPOSILUSNY RE: CONFIDENTIALITY OF DUE DILIGENCE ISSUES	BKG102	0.70
05/16/08	SAB	REVIEW SHAPES CONFIDENTIALITY AGREEMENT REQUESTED BY SUN	BKG102	0.20
05/16/08	SAB	CONFERENCE CALL WITH MFELGER AND SVICTOR RE: CONFIDENTIALITY AGREEMENT ISSUES	BKG102	0.50
05/16/08	SAB	E-MAILS REGARDING SUN CONFIDENTIALITY AGREEMENT	BKG102	0.30
05/19/08	SAB	REVIEW SIGNED SUN CONFIDENTIALITY AGREEMENT	BKG102	0.10
05/20/08	MEF	MEMOS TO GRABELL AND VICTOR RE: SALE ISSUES	BKG102	0.20
05/20/08	MEF	MEMO TO BUECHLER RE: CA ISSUES	BKG102	0.10
05/20/08	SAB	E-MAILS TO AND FROM NATIONAL CITY REGARDING CONFIDENTIALITY AGREEMENT	BKG102	0.20
05/21/08	MEF	MEMO TO B. BUECHLER RE: SUN TOUR ISSUE	BKG102	0.10
05/22/08	MEF	MEMOS TO COUNSEL RE: SUN ISSUES (3)	BKG102	0.30
05/22/08	SAB	REVIEW SUGGESTED CHANGES TO CONFIDENTIALITY AGREEMENT	BKG102	0.30
05/22/08	SAB	E-MAILS REGARDING SAW MILL CONFIDENTIALITY AGREEMENT	BKG102	0.20
05/22/08	SAB	E-MAILS REGARDING REVISED CONFIDENTIALITY AGREEMENT	BKG102	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 6

05/23/08	SAB	REVIEW SAW MILL CONFIDENTIALITY AGREEMENT	BKG102	0.20
05/27/08	MEF	REVIEW MEMOS RE: CA ISSUES	BKG102	0.10
05/27/08	MEF	MEMOS TO S. VICTOR RE: STATUS/SALE ISSUES	BKG102	0.20
05/27/08	SAB	REVIEW KPS CONFIDENTIALITY AGREEMENT	BKG102	0.10
05/27/08	SAB	REVIEW AND RESPOND TO HUNT CONFIDENTIALITY AGREEMENT	BKG102	0.20
05/27/08	SAB	REVIEW KAISER CONFIDENTIALITY AGREEMENT	BKG102	0.20
05/27/08	SAB	REVIEW SUPERIOR CONFIDENTIALITY AGREEMENT	BKG102	0.10
05/28/08	MEF	REVIEW MEMOS RE: CONFIDENTIALITY AGREEMENT ISSUES	BKG102	0.10
05/29/08	SAB	E-MAIL TO MEISNER REGARDING AUDAX CONFIDENTIALITY AGREEMENT	BKG102	0.10
05/29/08	MEF	TELEPHONE CONFERENCE WITH S. BLOCH RE: CONFIDENTIALITY AGREEMENT ISSUES	BKG102	0.30
05/29/08	SAB	E-MAIL TO MGORMAN REGARDING KPS CONFIDENTIALITY AGREEMENT	BKG102	0.10
TOTAL ASSET DISPOSITION			7.80	\$4232.50

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 7

BUSINESS OPERATIONS

05/02/08	SAB	TELEPHONE CALL WITH SGRABELL RE: VARIOUS BUSINESS MATTERS	BKG103	0.50
05/02/08	SAB	TELEPHONE CALL WITH SGRABELL REGARDING OPERATING AGREEMENT REVISIONS	BKG103	0.50
05/02/08	SAB	REVISE OPERATING AGREEMENT	BKG103	0.30
05/02/08	SAB	TELEPHONE CALL WITH DGOLLIN RE: OPERATIONS	BKG103	0.40
05/05/08	SAB	TELEPHONE CALLS WITH DGOLLIN (2X) RE: OPERATIONS	BKG103	0.30
05/07/08	SAB	TELEPHONE CALL WITH SGRABELL RE: VARIOUS BUSINESS MATTERS	BKG103	0.40
05/07/08	SAB	E-MAILS REGARDING ACCU-WELD QUALIFICATION IN NEW JERSEY	BKG103	0.20
05/12/08	SAB	TELEPHONE CALL WITH DGOLLIN RE: BUSINESS MATTERS	BKG103	0.30
05/13/08	SAB	TELEPHONE CALL WITH SGRABELL RE: VARIOUS BUSINESS ISSUES	BKG103	0.40
05/14/08	SAB	TELEPHONE CALL WITH SGRABELL RE: VARIOUS BUSINESS ISSUES	BKG103	0.20
05/22/08	MEF	TELEPHONE CONFERENCE WITH S. GRABELL RE: BUSINESS ISSUES	BKG103	1.00
05/22/08	SAB	TELEPHONE CALL WITH SGRABELL RE: MISCELLANEOUS BUSINESS MATTERS	BKG103	0.30
05/27/08	SAB	TELEPHONE CALL WITH SGRABELL RE: VARIOUS BUSINESS MATTERS	BKG103	0.40

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 8

05/29/08 SAB	TELEPHONE CALL WITH SGRAEBELL RE: OPERATIONS	BKG103	0.40
TOTAL BUSINESS OPERATIONS		5.60	\$3055.00

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 9

CASE ADMINISTRATION

04/30/08 EDF	DISCUSSION WITH S. GRABELL RE: STATUS	BKG104	0.20
04/30/08 EDF	SEVERAL MEMOS FROM FELGER RE: STATUS	BKG104	0.20
04/30/08 EDF	REVIEW CHRONOLOGY PREPARED BY FELGER	BKG104	0.20
05/01/08 D R	PREPARE DOCUMENTS FOR HEARING ON 5/1; TRAVEL TO/FROM CHAMBERS WITH DOCUMENTS FOR HEARING.	BKG104	2.20
05/01/08 SAB	TELEPHONE CALLS WITH MFELGER RE: OPEN ISSUES	BKG104	0.30
05/01/08 SAB	E-MAILS REGARDING PROCESS FOR ACHIEVING PROPOSAL	BKG104	0.30
05/01/08 SAB	TELEPHONE CALLS WITH SGRABELL REGARDING STRATEGY	BKG104	0.50
05/01/08 D R	UPDATE MASTER SERVICE LIST.	BKG104	0.10
05/01/08 D R	PREPARE DOCUMENTS FOR HEARING.	BKG104	0.30
05/02/08 MEF	MEMOS TO M. SIROTA RE BUDGET AND PROCESS ISSUES (3)	BKG104	0.30
05/02/08 D R	CONTINUE TO UPDATE MEMO RE: FILING OF MOTIONS FOR TRUSTEE.	BKG104	0.30
05/02/08 D R	FOLLOW UP WITH COMMISSIONS MOTION/SIGNATURE.	BKG104	0.20
05/02/08 MEF	REVIEW GOVERNANCE DOCUMENTS RE: HIG TRANSITION	BKG104	0.30
05/02/08 MEF	MEMOS TO ARCUS RE: RESIGNATION ISSUES (2)	BKG104	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 10

05/02/08 D R	CONFERENCE WITH J. POSLUSNY RE: SUPPLEMENTAL AFFIDAVITS OF PROFESSIONALS.	BKG104	0.20
05/02/08 SAB	TELEPHONE CALL WITH MFELGER RE: VARIOUS ISSUES	BKG104	0.90
05/02/08 MEF	TELEPHONE CONFERENCE WITH J. POSLUSNY RE: ALL PENDING MATTERS	BKG104	0.30
05/02/08 MEF	NUMEROUS MEMOS TO PARTIES RE: DIP AGREEMENT AND PROCESS COMMENTS (20)	BKG104	1.20
05/02/08 D R	TELEPHONE CALL FROM CREDITOR RE: ISSUE ON CLAIMS NOTICE/BAR DATE. REVIEW SCHEDULES RE: CREDITOR LISTING.	BKG104	0.20
05/04/08 MEF	NUMEROUS E-MAIL TO PARTIES RE: COMMENTS TO LOAN DOCUMENTS, PLAN AND ORDERS	BKG104	1.20
05/05/08 JNP	CONFERENCE CALL WITH K. MCKENNA, D. GOLLIN AND COVERAGE COUNSEL RE: ENVIRONMENTAL ISSUES.	BKG104	0.70
05/05/08 MEF	TELEPHONE CONFERENCE WITH J. POSLUSNY RE: ALL PENDING MATTERS AND 5/6 HEARING	BKG104	0.40
05/05/08 JNP	REVIEW EMAILS FROM A. BRODY, N. MITCHELL AND I. VOLKOV RE: MARKETING OF BUSINESS.	BKG104	0.20
05/05/08 JNP	READ/REPLY TO EMAIL FROM M. FELGER RE: DISCLOSURE STATEMENT AND SALE MOTION.	BKG104	0.10

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 11

05/05/08 MEF	TELEPHONE CONFERENCE WITH J. KURTZMAN RE: CASE UPDATE AND RELEASE ISSUES	BKG104	0.30
05/05/08 SAB	TELEPHONE CALL WITH MFELGER RE: OUTSTANDING ISSUES	BKG104	0.30
05/05/08 SAB	CONFERENCE WITH DGOLLIN, SGRABELL AND MFELGER RE: OUTSTANDING ISSUES	BKG104	0.60
05/06/08 JNP	MEETING WITH D. REYES TO REVIEW/DRAFT UPDATES TO CRITICAL DATES MEMO.	BKG104	0.20
05/06/08 D R	UPDATE DATES MEMO.	BKG104	0.30
05/06/08 D R	FOLLOW UP WITH SHAPES RE: CALL FROM CREDITOR RECEIVING BAR DATE NOTICE.	BKG104	0.20
05/06/08 JNP	TELEPHONE CALL WITH D. GOLLIN RE: OPEN ISSUES TO ADDRESS.	BKG104	0.30
05/06/08 MEF	TELEPHONE CONFERENCE WITH U.S. TRUSTEE RE: CASE STATUS	BKG104	0.30
05/07/08 D R	PREPARE MOTION RE: AICCO INSURANCE PREMIUM FINANCING.	BKG104	1.80
05/07/08 MEF	MEMOS TO B. KATZ RE: BUDGET AND AFFIDAVIT (2)	BKG104	0.20
05/07/08 D R	ORDER TRANSCRIPT FROM MAY 1 HEARING.	BKG104	0.20
05/07/08 MEF	TELEPHONE CONFERENCE WITH D. GOLLIN RE: ENVIRONMENTAL AND LABOR ISSUES	BKG104	0.40
05/07/08 MEF	MEMOS TO M. SIROTA RE: PROCESS AND AFFIDAVIT (2)	BKG104	0.30

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 12

05/07/08 MEF	MEMOS TO PENNSAUKEN RE: CLAIM ISSUES (2)	BKG104	0.20
05/07/08 D R	REVIEW/EMAILING OF REQUESTED INFORMATION RE: CUSTOMER PROCEDURES MOTION.	BKG104	0.20
05/08/08 MEF	MEMOS TO COMMITTEE RE: REAL ESTATE TAXES	BKG104	0.20
05/08/08 MEF	MEMO TO LONGROAD RE: CONFIDENTIALITY AGREEMENT	BKG104	0.10
05/08/08 MEF	TELEPHONE CONFERENCE WITH S. BLOCH RE: CONFIDENTIALITY AGREEMENT ISSUES	BKG104	0.30
05/08/08 MEF	MEMOS TO J. POSLUSNY RE: ALL PENDING MATTERS	BKG104	0.30
05/08/08 MEF	REVISE COMMISSION MOTION AND BID PROCEDURE MOTION	BKG104	1.80
05/09/08 JNP	EMAILS FROM M. JACOBY AND S. BLOCH RE: HIG DUE DILIGENCE.	BKG104	0.20
05/12/08 D R	UPDATE MASTER SERVICE LIST AND EFILING OF SAME.	BKG104	0.20
05/12/08 JNP	FILE BID MOTION, APPLICATIONS TO SHORTEN TIME; PLAN DISCLOSURE STATEMENT.	BKG104	0.70
05/12/08 D R	PREPARE EMAIL OF MOTION BY PPG FOR ADMINISTRATIVE CLAIM.	BKG104	0.20
05/12/08 D R	COORDINATE SERVICE OF MOTION TO PAY COMMISSIONS VIA EMAIL AND OVERNIGHT MAIL; PREPARE/EFILING OF CERTIFICATE OF SERVICE OF SAME.	BKG104	0.80

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 13

05/13/08 MEF	TELEPHONE CONFERENCE WITH J. POSLUSNY RE: PLAN, BAR DATE AND OTHER PENDING MATTERS	BKG104	0.30
05/13/08 MEF	MEMO TO MANGAN AND OFFICERS RE: RELEASE PROVISION IN FINAL DIP ORDERS	BKG104	0.40
05/13/08 D R	FORWARD REQUESTED INFORMATION TO D. GOLIN RE: COMMITTEE.	BKG104	0.20
05/13/08 D R	CONFERENCE WITH J. POSLUSNY RE: FILING ON MAY 12.	BKG104	0.20
05/13/08 D R	COORDINATE SERVICE OF BIDDING MOTION AND PLAN/DISCLOSURE STATEMENT ON REQUIRED PARTIES, VIA EMAIL AND OVERNIGHT MAIL.	BKG104	0.80
05/13/08 D R	CONFERENCE WITH J. POSLUSNY RE: PLAN ISSUES.	BKG104	0.20
05/13/08 D R	PREPARE DOCUMENTS FOR S. GRABEL RE: FILING OF DOCUMENTS ON 5/12.	BKG104	0.30
05/13/08 MEF	MEMOS TO CLIENT RE: PENDING MATTERS (10)	BKG104	0.50
05/14/08 MEF	MEMO TO P. PATTERSON RE: 503 (B) (9) CLAIMS	BKG104	0.10
05/14/08 MEF	MEMOS TO CLIENT RE 363 SALE ISSUES	BKG104	0.30
05/14/08 D R	UPDATE MEMO.	BKG104	0.20
05/14/08 MEF	REVIEW CRITICAL DATES MEMO	BKG104	0.20
05/14/08 MEF	MEMOS TO CLIENT RE: PENDING MATTERS	BKG104	0.30

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 14

05/14/08 MEF	MEMOS TO HIG AND DAVE GOLLIN RE: ENVIRONMENTAL AND LABOR ISSUES (5)	BKG104	0.50
05/14/08 MEF	TELEPHONE CONFERENCE WITH D. GOLLIN RE: LABOR ISSUES AND ENVIRONMENTAL ISSUES	BKG104	0.40
05/14/08 MEF	TELEPHONE CONFERENCE WITH S. GRABELL RE: TAX APPEAL ISSUES	BKG104	0.10
05/14/08 D R	PREPARE/EFILING OF CERTIFICATES OF SERVICE OF APPLICATION TO RETAIN NATCITY, PLAN, DISCLOSURE STATEMENT AND BIDDING MOTION.	BKG104	0.50
05/14/08 JNP	TELEPHONE CALL WITH M. FELGER RE: BID ORDER, UNION ISSUES.	BKG104	0.60
05/15/08 JNP	EMAIL FROM G. GOLLIN RE: ENVIRONMENTAL ISSUES.	BKG104	0.10
05/15/08 JNP	EDIT AGENDA FOR 5/19 HEARING.	BKG104	0.10
05/15/08 JNP	EMAIL M. FELGER RE: PENNSAUKEN ENVIRONMENTAL ISSUES.	BKG104	0.10
05/15/08 JNP	TELEPHONE CALL WITH M. FELGER RE: BID ORDER ISSUES; ENVIRONMENTAL ISSUES.	BKG104	0.30
05/15/08 JNP	EMAIL F. FELGER RE: ENVIRONMENTAL ISSUES.	BKG104	0.10
05/15/08 D R	REVIEW DOCKET AND PREPARE NOTICE OF AGENDA FOR 5/19 HEARING.	BKG104	0.30
05/15/08 JNP	TELEPHONE CALL WITH D. GOLLIN AND K. MCKENNA RE: ENVIRONMENTAL ISSUES.	BKG104	0.40

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 15

05/15/08 D R	CONFERENCE WITH J. POSLUSNY RE: 5/19 HEARING.	BKG104	0.10
05/15/08 MEF	MEMOS RE: CLAIM ISSUES (5)	BKG104	0.30
05/15/08 MEF	MEMOS TO KURTZMAN RE: RELEASE ISSUE (3)	BKG104	0.20
05/15/08 MEF	MEMOS TO CLIENT RE: PLAN, PROCEDURES, ENVIRONMENTAL ISSUES (5)	BKG104	0.30
05/15/08 MEF	MEMO TO D. CARPEY RE: RELEASE ISSUE (2)	BKG104	0.10
05/15/08 MEF	REVIEW AGENDA NOTICE	BKG104	0.10
05/16/08 MEF	CONFERENCE CALL WITH J. POSLUSNY RE: PLAN ISSUES AND OTHER PENDING MATTERS	BKG104	0.50
05/16/08 MEF	MEMOS TO CARPEY RE: RELEASE ISSUES (2)	BKG104	0.20
05/16/08 D R	PREPARE/EMAIL INFORMATION TO J. POSLUSNY.	BKG104	0.10
05/17/08 JNP	REVIEW JOINT DEFENSE AGREEMENT FOR PENNSAUKEN CASE RE: POTENTIAL STAY VIOLATION.	BKG104	0.30
05/19/08 D R	PREPARE DOCUMENTS FOR HEARING.	BKG104	0.60
05/19/08 D R	PREPARE FOR HEARING.	BKG104	0.20
05/19/08 D R	PREPARE MASTER SERVICE LIST.	BKG104	0.20
05/19/08 JNP	READ/REPLY TO EMAIL FROM K. MCKENNA RE: ENVIRONMENTAL ISSUES.	BKG104	0.10

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 16

05/19/08 JNP	READ/REPLY TO EMAIL FROM K. MCKENNA RE: BER LLC.	BKG104	0.10
05/19/08 JNP	EMAIL A. BRODY AND N. MITCHELL RE: ENVIRONMENTAL ISSUES.	BKG104	0.10
05/19/08 SAB	MULTIPLE E-MAILS REGARDING ENVIRONMENTAL MEETING	BKG104	0.10
05/20/08 D R	COORDINATE SERVICE OF BIDDING ORDER AND COMMISSIONS ORDER.	BKG104	0.20
05/20/08 D R	CONFERENCE WITH J. POSLUSNY RE: CASE ISSUES.	BKG104	0.10
05/20/08 MEF	REVIEW LAW RE: ENVIRONMENTAL CLAIMS	BKG104	0.40
05/20/08 MEF	MEMOS TO COLLEAGUES RE: TASK LIST (3) AND CRITICAL DATES	BKG104	0.30
05/20/08 MEF	TELEPHONE CONFERENCE WITH J. POSLUSNY RE: ALL PENDING MATTERS	BKG104	0.30
05/20/08 D R	UPDATE MEMO RE: HEARING DATES, MOTIONS AND OBJECTIONS.	BKG104	0.80
05/20/08 JNP	TELEPHONE CALL WITH M. STAFFORD RE: COOPER ELECTIVE MOTION.	BKG104	0.10
05/20/08 JNP	TELEPHONE CALL WITH K. MCKENNA RE: ENVIRONMENTAL ISSUES.	BKG104	0.70
05/20/08 D R	TELEPHONE CALL FROM PSEG RE: STIPULATION.	BKG104	0.20
05/20/08 JNP	TELEPHONE CALL WITH D. GOLLIN RE: ENVIRONMENTAL ISSUES.	BKG104	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 17

05/20/08 JNP	TELEPHONE CALL WITH S. KLAN RE: PSEG PAYMENT.	BKG104	0.10
05/20/08 D R	PREPARE/SUBMIT ORDER TO CHAMBERS RE: BIDDING PROCEDURES.	BKG104	0.20
05/21/08 JNP	EDIT AGENDA FOR 5/23.	BKG104	0.20
05/21/08 D R	PREPARATION OF NOTICE OF AGENDA FOR 5/23 HEARING; PREPARE REVISIONS AND EFILING OF SAME. COORDINATE SERVICE.	BKG104	1.00
05/21/08 JNP	EDIT LETTER TO JOINT DEFENSE GROUP RE: STAY VIOLATION.	BKG104	0.80
05/21/08 JNP	EMAIL K CUSICK AND TO D. GOLLIN RE: INSURANCE ISSUES.	BKG104	0.10
05/21/08 D R	REVIEW, SCAN AND EMAIL FOR REVIEW, FIVE OPERATING REPORTS FOR MARCH 2008.	BKG104	0.60
05/21/08 JNP	EMAIL FROM D. GOLLIN AND TO M. FELGER RE: UNION ISSUES.	BKG104	0.20
05/21/08 JNP	REVIEW MORS FOR 3/08.	BKG104	0.30
05/21/08 JNP	TELEPHONE CALL WITH D. GOLLIN RE: UNION ISSUES.	BKG104	0.40
05/21/08 JNP	TELEPHONE CALL WITH M. JACOBY RE: MONTHLY OPERATING REPORTS.	BKG104	0.20
05/21/08 JNP	REVIEW AGENDA FOR ENVIRONMENTAL MEETING.	BKG104	0.10
05/21/08 JNP	TELEPHONE CALL WITH UST RE: MORS; EMAIL M. JACOBY RE: SAME.	BKG104	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 18

05/21/08 MEF	REVIEW MONTHLY OPERATING REPORTS	BKG104	0.30
05/22/08 JNP	TELEPHONE CALL FROM D. GOLLIN RE: INSURANCE POLICIES.	BKG104	0.10
05/22/08 D R	PREPARE NOTICES OF BANKRUPTCY FOR TWO SUITS AGAINST DEBTORS.	BKG104	0.40
05/22/08 D R	REVIEW SCHEDULES RE: INFORMATION FOR J. POSLUSNY ON ACCU WELD LITIGATION.	BKG104	0.30
05/22/08 JNP	TELEPHONE CALL WITH J. GRAZIANO RE: JOINT DEFENSE GROUP ISSUES.	BKG104	0.20
05/22/08 MEF	REVISE LETTER TO JDG RE: 362 ISSUE	BKG104	0.20
05/22/08 MEF	MEMOS TO PARTIES RE: DISCLOSURE STATEMENT AND HEARING ISSUES (10)	BKG104	0.50
05/22/08 D R	PREPARE INFORMATION FOR JOINT DEFENSE LETTER AND PREPARE SAME FOR SERVICE VIA FAX/OVERNIGHT MAIL ON REQUIRED PARTIES.	BKG104	0.80
05/22/08 MEF	TELEPHONE CONFERENCES WITH ENVIRONMENTAL OBJECTORS RE: DISCLOSURE STATEMENT OBJECTIONS (2)	BKG104	0.70
05/23/08 JNP	TELEPHONE CALL WITH K. MCKENNA RE: ENVIRONMENTAL LITIGATION ISSUES; NS APPROVAL.	BKG104	0.40
05/23/08 JNP	TELEPHONE CALL WITH K. MCKENNA RE: JOINT DEFENSE GROUP ISSUES.	BKG104	0.20
05/23/08 JNP	LETTER TO J. GRAZIANO RE: ENVIRONMENTAL EXPERT REPORTS.	BKG104	0.30

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 19

05/27/08 JNP	READ/REPLY TO EMAILS FROM M. FELGER RE: JOINT DEFENSE GROUP ISSUES.	BKG104	0.10
05/27/08 MEF	MEMOS TO CLIENT RE: PURCHASE OF EQUIPMENT (3)	BKG104	0.30
05/27/08 JNP	REVIEW ENVIRONMENTAL EXPERT REPORTS EXCERPTS FROM K. MCKENNA.	BKG104	0.20
05/27/08 JNP	LETTER TO J. GRAZIANO RE: JOINT DEFENSE GROUP ISSUES.	BKG104	0.30
05/27/08 MEF	MEMO TO U.S. TRUSTEE AND COMMITTEE RE: TRUSTEE MOTIONS	BKG104	0.20
05/27/08 D R	UPDATE DATES MEMO.	BKG104	0.20
05/27/08 D R	REVIEW, PREPARE AND EFILING OF FIVE MARCH 2008 OPERATING REPORTS.	BKG104	0.70
05/27/08 D R	PREPARE CONSENT ORDER VACATING ORDER ON STAY RELIEF.	BKG104	0.30
05/27/08 MEF	MEMOS TO PARTIES RE: ENVIRONMENTAL LITIGATION (2)	BKG104	0.20
05/27/08 MEF	TELEPHONE CONFERENCE WITH S. SMITH RE: CASE STATUS	BKG104	0.50
05/28/08 MEF	TELEPHONE CONFERENCES WITH S. VICTOR RE: RETENTION ORDER AND PLAN ISSUES (2)	BKG104	0.20
05/28/08 MEF	MEMOS TO CLIENT RE: GOLLIN RESIGNATION	BKG104	0.20
05/28/08 MEF	TELEPHONE CONFERENCE WITH J. POSLUSNY RE: PENDING MOTIONS	BKG104	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 20

05/28/08 MEF	REVIEW DOCKET RE: PENDING MOTIONS	BKG104	0.10
05/28/08 JNP	TELEPHONE CALL WITH K. MCKENNA RE: JOINT DEFENSE GROUP ISSUES.	BKG104	0.30
05/28/08 MEF	TELEPHONE CONFERENCE WITH M. JACOBY RE: PLAN ISSUES AND 363 ISSUES	BKG104	0.30
05/28/08 MEF	REVIEW OBJECTION RE: ISRA ISSUES	BKG104	0.20
05/28/08 D R	UPDATE MASTER SERVICE LIST AND EMAIL SAME TO EPIQ.	BKG104	0.20
05/28/08 D R	PREPARE/SUBMIT ORDER TO CHAMBERS.	BKG104	0.20
05/28/08 D R	CORRESPONDENCE TO US TRUSTEE WITH REPORTS.	BKG104	0.20
05/28/08 JNP	EDIT LETTER TO J. GRAZIANO RE: JOINT DEFENSE GROUP.	BKG104	0.20
05/29/08 D R	TELEPHONE CALL FROM K. MCKENNA RE: CASE ISSUES.	BKG104	0.10
05/29/08 D R	PREPARE CERTIFICATE OF CONSENT RE: ORDER VACATING STAY ORDER AND EFILING OF SAME; PREPARE/SUBMIT CONSENT ORDER TO CHAMBERS.	BKG104	0.50
05/29/08 MEF	PARTICIPATE IN MEETING WITH LABOR COUNSEL RE: MEETING WITH UNIONS	BKG104	1.00
05/29/08 MEF	REVISE LETTER TO FRAZIANO RE: JDG ISSUE	BKG104	0.20
05/29/08 MEF	TELEPHONE CONFERENCES WITH J. POSLUSNY RE: PENDING MATTERS (2)	BKG104	0.40

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 21

05/29/08	SAB	TELEPHONE CALL WITH MFELGER RE: VARIOUS PENDING MATTERS	BKG104	0.50
05/29/08	MEF	MEMOS TO A. JACOBY RE PROFESSIONAL FEES AND SCHEDULE 8.1	BKG104	0.20
05/29/08	MEF	MEMOS TO D. GOLLIN RE: LABOR ISSUES	BKG104	0.10
05/30/08	MEF	MEMOS TO CLIENT RE: REAL ESTATE TAX APPEAL (2)	BKG104	0.10
05/30/08	MEF	TELEPHONE CONFERENCE WITH A. HALPERIN RE: PLAN ISSUES AND ACTION PLAN	BKG104	0.30
05/30/08	MEF	MEMO TO PATTERSON RE: TRUSTEE MOTION	BKG104	0.10
05/30/08	MEF	MEMOS TO HIG COUNSEL RE: 363 ISSUES AND ENVIRONMENTAL CLAIM STRATEGY (5)	BKG104	0.50
05/30/08	MEF	MEMOS TO COMMITTEE AND US TRUSTEE RE: TRUSTEE MOTIONS (3)	BKG104	0.30
05/30/08	MEF	REVIEW DEPOSITION TRANSCRIPTS (2)	BKG104	0.50
05/30/08	MEF	MEMOS TO CLIENT RE: 6/3 MEETING (8)	BKG104	0.30
05/30/08	MEF	MEMOS TO VICTOR AND GRABELL RE: SALE ISSUES (2)	BKG104	0.10
TOTAL CASE ADMINISTRATION				55.30 \$21506.00

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 22

CLAIMS ADMINISTRATION AND OBJECTIONS

05/02/08 JNP	CORRESPONDENCE TO EPIQ RE: PROOF OF CLAIMS RECEIVED.	BKG105	0.10
05/02/08 JNP	CORRESPONDENCE FROM AND TO M. DENTE RE: AIRGAS RECLAMATION.	BKG105	0.10
05/02/08 JNP	TELEPHONE CALL WITH D. FRANKEL RE: EPA CLAIM DEADLINE.	BKG105	0.30
05/05/08 JNP	CORRESPONDENCE TO EPIQ RE: PROOF OF CLAIMS RECEIVED.	BKG105	0.10
05/05/08 JNP	EDIT MOTION TO PAY COMMISSIONS.	BKG105	0.20
05/05/08 SAB	REVIEW NATIONAL CITY NOTE	BKG105	0.20
05/06/08 JNP	TELEPHONE CALL WITH E. GANC RE: EPA CLAIM, WELLS STAY MOTION.	BKG105	0.20
05/06/08 JNP	RESEARCH RE: PROOF OF CLAIM DEADLINE FOR GOVERNMENT; EMAIL M. FELGER RE: SAME.	BKG105	0.20
05/06/08 JNP	TELEPHONE CALL WITH M. FELGER RE: EPA CLAIM DEADLINE.	BKG105	0.30
05/06/08 JNP	TELEPHONE CALL WITH A. BRODY RE: EPA CLAIM ISSUE.	BKG105	0.30
05/06/08 JNP	EDIT MOTION TO PAY COMMISSIONS TO INCLUDE UPDATED BACKGROUND.	BKG105	0.90
05/07/08 JNP	TELEPHONE CALL WITH D. FRANKEL RE: EPA CLAIM DEADLINE.	BKG105	0.20
05/07/08 JNP	RESEARCH RE: EPA CLAIM DEADLINE.	BKG105	0.60

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 23

05/07/08 JNP	CORRESPONDENCE TO EPIQ RE: PROOF OF CLAIMS RECEIVED.	BKG105	0.10
05/08/08 JNP	EMAIL FROM D. FRANKEL RE: GPA CLAIM	BKG105	0.20
05/09/08 JNP	EMAIL E. GANC RE: EPA CLAIM DEADLINE.	BKG105	0.10
05/09/08 JNP	LETTER FROM S. APPEL RE: EMBARQ CLAIM.	BKG105	0.10
05/12/08 JNP	EMAIL F. GANC RE: EPA CLAIM DEADLINE.	BKG105	0.10
05/12/08 JNP	REVIEW PPG MOTION FOR ADMINISTRATION PAYMENT.	BKG105	0.30
05/12/08 D R	TELEPHONE CALL TO/FROM ATTORNEY FOR A. SPITZ RE: RECEIPT OF CLAIMS NOTICE.	BKG105	0.20
05/12/08 JNP	TELEPHONE CALL WITH K. CUSICK RE: BAR DATE.	BKG105	0.10
05/12/08 JNP	TELEPHONE CALL WITH S. KRAEMER RE: PROOF OF CLAIM ISSUES; POTENTIAL DISTRIBUTION.	BKG105	0.20
05/13/08 JNP	READ AND REPLY TO EMAIL FROM M. FELGER RE: 503(B) (9) CLAIMS.	BKG105	0.10
05/13/08 JNP	DRAFT ADMINISTRATIVE CLAIMS BAR DATE MOTION.	BKG105	1.90
05/14/08 JNP	EMAIL D. FRANKEL RE: EPA CLAIM.	BKG105	0.10
05/14/08 JNP	REVIEW PROPOSED EPA SETTLEMENT.	BKG105	0.30
05/14/08 JNP	TELEPHONE CALL FROM AND EMAIL TO D. FRANKEL RE: EPA CLAIM.	BKG105	0.10

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 24

05/14/08 D R	PREPARE/EMAILING INFORMATION TO M. FELGER RE: BAR DATE.	BKG105	0.10
05/14/08 D R	PREPARE/EMAILING OF RECEIVED CLAIM TO EPIQ.	BKG105	0.10
05/15/08 JNP	EMAIL D. FRANKEL RE: COMMENTS TO EPA STIPULATION.	BKG105	0.20
05/15/08 JNP	RESEARCH RE: COOPER ELECTRIC 503 (B) (9) MOTION.	BKG105	0.70
05/15/08 JNP	TELEPHONE CALL WITH M. STAFFORD RE: SETTLEMENT OF COOPER ELECTRIC 503 (B) (9) MOTION.	BKG105	0.20
05/15/08 D R	SEVERAL CALLS FROM CREDITORS RE: SUBMITTAL OF CLAIMS.	BKG105	0.30
05/15/08 D R	FOLLOW UP WITH CLAIMS AGENT AND SOUTHEASTERN EXTRUSION RE: FILING OF CLAIM.	BKG105	0.20
05/15/08 JNP	EMAILS FROM COMMITTEE AND ARCH RE: ADMINISTRATIVE CLAIM BAR DATE.	BKG105	0.20
05/15/08 JNP	DRAFT ADMINISTRATIVE BAR DATE MOTION.	BKG105	2.10
05/15/08 JNP	REVIEW AND EDIT EPA'S REVISED STIPULATION.	BKG105	0.60
05/15/08 JNP	TELEPHONE CALL WITH D. FRANKEL RE: EPA SETTLEMENT.	BKG105	0.20
05/15/08 JNP	REVIEW CLAIMS RECEIVED AND LETTER TO EPIQ RE: PROOFS OF CLAIMS RECEIVED.	BKG105	0.10
05/15/08 JNP	READ/REPLY TO EMAIL FROM T. MUSTAKIS RE: PROOF OF CLAIM DEADLINE.	BKG105	0.10

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 25

05/15/08 JNP	TELEPHONE CALL WITH D. FRANKEL RE: EPA CLAIM DEADLINE.	BKG105	0.30
05/15/08 JNP	REVIEW COMMENTS TO EPA STIPULATION.	BKG105	0.20
05/15/08 JNP	EMAIL A. BRODY AND A. HALPERIN RE: EPA CLAIM.	BKG105	0.20
05/15/08 JNP	TELEPHONE CALL WITH ALL-BOARD RE: PROOF OF CLAIM DEADLINE.	BKG105	0.10
05/15/08 JNP	REVIEW A. BRODY'S COMMENTS TO EPA STIPULATION; READ/REPLY TO EMAILS FROM A. HALPRIN AND D. LIEBERMAN RE: SAME.	BKG105	0.40
05/16/08 D R	FOLLOW UP WITH CLAIMS DEADLINE ISSUES AND CLAIMS FILINGS.	BKG105	0.30
05/16/08 D R	FOLLOW UP WITH ISSUES RE: CLAIMS DEADLINES AND CLAIM FILINGS.	BKG105	0.30
05/16/08 D R	TELEPHONE CALL FROM CREDITORS RE: CLAIMS FILINGS.	BKG105	0.20
05/19/08 D R	PREPARE/EFILED OF MOTION TO SET ADMIN BAR DATE.	BKG105	0.40
05/19/08 D R	PREPARATION OF ADMINISTRATIVE BAR DATE NOTICE, ORDER AND REQUEST FOR SHORTENED NOTICE.	BKG105	2.20
05/19/08 JNP	DRAFT MOTION FOR ADMINISTRATIVE BAR DATE; EDIT RELATED PLEADINGS DRAFTED BY D. REYES.	BKG105	1.80
05/20/08 D R	SERVICE OF ADMINISTRATIVE BAR DATE MOTION, VIA EMAIL AND OVERNIGHT MAIL, ON REQUIRED PARTIES.	BKG105	0.50

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 26

05/20/08 D R	REVIEW CLAIMS INFORMATION AND FOLLOW UP WITH EPIQ ON CLAIMS REGISTER.	BKG105	0.20
05/20/08 D R	CONFERENCE WITH J. POSLUSNY RE: ADMINISTRATIVE BAR DATE ORDER AND NOTICE.	BKG105	0.20
05/20/08 MEF	REVIEW AND REVISE ADMINISTRATIVE BAR DATE MOTION	BKG105	0.30
05/21/08 MEF	REVISE ADMINISTRATIVE BAR DATE ORDER AND NOTICE	BKG105	0.20
05/21/08 D R	TELEPHONE CALL FROM FORMER ULTRA SALES CONSULTANT RE: CLAIM.	BKG105	0.20
05/22/08 JNP	LETTER FROM CLERK'S OFFICE RE: PROOFS OF CLAIM RECEIVED.	BKG105	0.10
05/22/08 D R	PREPARE/EFILING OF CERTIFICATE OF SERVICE OF MOTION FOR ADMINISTRATIVE BAR DATE.	BKG105	0.30
05/22/08 MEF	MEMOS TO PARTIES RE: ADMINISTRATIVE BAR DATE ORDER	BKG105	0.20
05/22/08 MEF	REVISE ADMINISTRATIVE BAR DATE ORDER	BKG105	0.40
05/27/08 JNP	TELEPHONE CALL WITH D. GOLLIN RE: CLASSIFYING CLAIMS.	BKG105	0.20
05/27/08 D R	PREPARE/SUBMIT ORDER TO CHAMBERS ON ADMINISTRATIVE CLAIMS BAR DATE.	BKG105	0.10
05/28/08 JNP	REVIEW ADMINISTRATION BAR DATE PROPOSED ORDER PER COURT'S REQUEST.	BKG105	0.20
05/28/08 MEF	MEMOS TO BRODY RE: CLAIMS REGISTER	BKG105	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 27

05/28/08	JNP	EMAIL EPIQ RE: ADMINISTRATION BAR DATE.	BKG105	0.10
05/28/08	JNP	EMAIL M. STAFFORD RE: SETTLEMENT OF COOPER MOTION.	BKG105	0.10
05/28/08	JNP	TELEPHONE CALL WITH P. SORENSEN RE: COOPER AND PPG MOTIONS.	BKG105	0.10
05/28/08	JNP	EDIT COOPER'S PROPOSED ORDER FOR ADMINISTRATION CLAIM.	BKG105	0.20
05/29/08	JNP	TELEPHONE CALL WITH J. WINTER RE: PPG MOTION SETTLEMENT.	BKG105	0.20
05/29/08	JNP	EMAIL J. WINTER RE: SETTLEMENT OF PPG CLAIM.	BKG105	0.10
05/29/08	JNP	REVIEW REVISED CLAIMS OUT FROM M. JACOBY.	BKG105	0.20
05/29/08	MEF	MEMO RE: MEETING WITH PENNSAUKEN TOWNSHIP	BKG105	0.10
05/29/08	MEF	REVIEW EPA AND NEW JERSEY DEP POSITION LETTERS	BKG105	0.30
05/30/08	MEF	MEMOS TO FILE RE: CLAIM OBJECTION PROCESS (4)	BKG105	0.80
05/30/08	D R	RETRIEVE VARIOUS CLAIMS FOR M. FELGER.	BKG105	0.50
TOTAL CLAIMS ADMINISTRATION AND OBJECTIONS			25.10	\$8688.50

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 28

EMPLOYEE BENEFITS/PENSIONS

05/05/08 D R	PREPARE APPLICATION/ORDER SHORTENING TIME ON MOTION FOR COMMISSIONS.	BKG106	0.50
05/06/08 MEF	REVIEW AND REVISE COMMISSION MOTION	BKG106	0.30
05/07/08 MEF	REVIEW AND REVISE COMMISSIONS MOTION	BKG106	1.60
05/07/08 JNP	CORRESPONDENCE FROM DEPARTMENT OF LABOR RE: DOCUMENT REQUEST.	BKG106	0.10
05/07/08 JNP	TELEPHONE CALL WITH FELICIA AT DEPARTMENT OF LABOR RE: DOCUMENT REQUESTS.	BKG106	0.10
05/09/08 D R	PREPARE CHANGES TO MOTION TO PAY EMPLOYEE COMMISSIONS.	BKG106	0.50
05/14/08 JNP	CONFERENCE CALL WITH M. FELGER, M. JACOBY, D. GOLLIN AND S. GRABELL RE: UNION ISSUES.	BKG106	0.60
05/14/08 JNP	DRAFT CHART OF COMMISSIONS.	BKG106	0.50
05/14/08 JNP	EMAILS FROM M. FELGER AND S. VICTOR RE: ISSUES WITH CBAS.	BKG106	0.20
TOTAL EMPLOYEE BENEFITS/PENSIONS		4.40	\$1755.00

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 29

FEE/EMPLOYMENT APPLICATIONS

05/01/08 D R	PREPARE/EFILING OF ORDINARY COURSE PROFESSIONAL QUESTIONNAIRE AND AFFIDAVIT FOR MCCARTER & ENGLISH; COORDINATE SERVICE OF SAME.	BKG107	0.40
05/01/08 D R	PREPARE SPREADSHEET RE: RETENTION OF ORDINARY COURSE PROFESSIONALS.	BKG107	0.50
05/02/08 MEF	TELEPHONE CONFERENCE WITH S. VICTOR RE: SALE CONSULTANT/OMBUDSMAN ROLE	BKG107	0.50
05/02/08 D R	PREPARE SUPPLEMENTAL AFFIDAVIT OF COZEN O'CONNOR.	BKG107	0.50
05/03/08 MEF	MEMOS TO S. VICTOR RE: RETENTION OF SALES CONSULTANT (2)	BKG107	0.20
05/04/08 MEF	TELEPHONE CALL WITH S. VICTOR RE: SALES CONSULTANT ROLE	BKG107	0.50
05/05/08 JNP	EDIT SUPPLEMENTAL CERTIFICATES FOR COZEN O'CONNOR AND PHOENIX; DRAFT BY D. REYES.	BKG107	0.60
05/05/08 JNP	REVIEW EMAILS FROM M. FELGER AND S. GRAVELL RE: NATCITY RETENTION.	BKG107	0.20
05/05/08 JNP	REVIEW ORDINARY COURSE AFFIDAVITS FOR PARITCH FIRM AND PREPARE COMMENTS.	BKG107	0.30
05/05/08 JNP	TELEPHONE CALL WITH D. GOLLIN RE: ORDINARY COURSE ATTORNEY FOR EMPLOYEE ISSUES.	BKG107	0.10
05/05/08 D R	PREPARE SUPPLEMENTAL CERTIFICATIONS OF COZEN O'CONNOR AND PHOENIX RE: RETENTION.	BKG107	1.10

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 30

05/05/08 D R	TELEPHONE CALL FROM PANITCH, SCHWARZE RE: ORDINARY COURSE RETENTION ISSUES.	BKG107	0.20
05/05/08 D R	UPDATE FORMS FOR ORDINARY COURSE PROFESSIONALS.	BKG107	0.30
05/05/08 D R	PREPARE RETENTION APPLICATION FOR NATCITY AS SALES CONSULTANT.	BKG107	0.50
05/06/08 JNP	MEETING WITH D. REYES RE: NATCITY RETENTION APPLICATION.	BKG107	0.20
05/06/08 JNP	DRAFT SUPPLEMENTAL CERTIFICATIONS OF COZEN O'CONNOR AND PHOENIX.	BKG107	0.60
05/06/08 JNP	REVIEW ROUX ORDINARY COURSE PROFESSIONALS DISCLOSURES AND EMAIL G. MARTIN WITH COMMENTS TO SAME.	BKG107	0.30
05/06/08 D R	CONFERENCE WITH J. POSLUSNY RE: NATCITY.	BKG107	0.20
05/06/08 D R	CONTINUE DRAFTING RETENTION APPLICATION OF NATCITY.	BKG107	2.20
05/06/08 MEF	MEMOS TO S. VICTOR RE: RETENTION	BKG107	0.20
05/06/08 MEF	REVIEW AND REVISE FEE STATEMENT	BKG107	0.50
05/07/08 MEF	TELEPHONE CONFERENCE WITH S. VICTOR AND S. GRABELL RE: SALE PROCESS	BKG107	0.40
05/07/08 MEF	REVIEW AND REVISE SUPPLEMENT AND AFFIDAVITS	BKG107	0.40
05/07/08 JNP	EDIT NATCITY RETENTION PLEADINGS DRAFTED BY D. REYES.	BKG107	0.40

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 31

05/07/08 D R	REVISE NATCITY RETENTION APPLICATION.	BKG107	0.70
05/07/08 D R	PREPARATION OF RETENTION PLEADINGS FOR NATCITY AS SALES CONSULTANT/INVESTMENT BANKER.	BKG107	0.70
05/07/08 MEF	REVIEW AND REVISE NATCITY RETENTION APPLICATION AND ENGAGEMENT LETTER	BKG107	0.80
05/07/08 MEF	MEMOS TO COMMITTEE RE MCCARTER RETENTION (3)	BKG107	0.30
05/07/08 MEF	TELEPHONE CONFERENCES WITH S. VICTOR (2) RE: RETENTION	BKG107	0.40
05/08/08 MEF	REVISE SUPPLEMENTAL AFFIDAVIT	BKG107	0.20
05/08/08 JNP	TELEPHONE WITH M. JACOBY RE: COMMENTS TO PHOENIX SUPPLEMENTAL AFFIDAVIT; EDIT AFFIDAVIT PER COMMENTS	BKG107	0.30
05/08/08 MEF	TELEPHONE CONFERENCE WITH S. VICTOR RE: RETENTION APPLICATION	BKG107	0.20
05/08/08 MEF	TELEPHONE CONFERENCE WITH D. GOLLIN RE: OCP BUDGET	BKG107	0.30
05/08/08 D R	CONFERENCE WITH J. POSLUSNY RE: RETENTION ISSUES.	BKG107	0.10
05/08/08 D R	REVISE AFFIDAVIT RE: COZEN O'CONNOR AND PHOENIX RETENTION.	BKG107	0.40
05/08/08 JNP	TELEPHONE WITH V. COLISTRA RE: COMMENTS TO PHOENIX SUPPLEMENTAL AFFIDAVIT	BKG107	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 32

05/09/08 D R	PREPARE/EFILE OF MOTION TO PAY EMPLOYEE COMMISSIONS AND EMAIL SAME TO CHAMBERS.	BKG107	0.50
05/09/08 JNP	EMAIL V. COLISTRA AND M. JACOBY RE: SUPPLEMENTAL AFFIDAVIT.	BKG107	0.10
05/10/08 MEF	MEMOS TO S. VICTOR RE: RETENTION AS SALES CONSULTANT	BKG107	0.20
05/10/08 MEF	REVIEW COMMITTEE COMMENTS TO VICTOR ENGAGEMENT LETTER	BKG107	0.20
05/12/08 MEF	REVIEW AND REVISE NATCITY RETENTION APPLICATION	BKG107	0.40
05/12/08 MEF	MEMOS TO S. VICTOR RE: BID MOTION ISSUES	BKG107	0.30
05/12/08 D R	PREPARE REVISIONS TO APPLICATION TO RETAIN NATCITY.	BKG107	0.50
05/13/08 JNP	EDIT NATIONAL CITY RETENTION PLEADINGS.	BKG107	0.20
05/13/08 JNP	REVIEW ROUX'S REVISED ORDINARY COURSE PROFESSIONAL DOCUMENTS.	BKG107	0.20
05/13/08 D R	PREPARE/EFILE OF AFFIDAVIT AND QUESTIONNAIRE OF ORDINARY COURSE PROFESSIONALS AND COORDINATE SERVICE OF SAME.	BKG107	0.30
05/13/08 D R	FOLLOW UP WITH NATCITY RETENTION ISSUES AND PREPARE DOCUMENTS FOR FILING.	BKG107	0.30
05/13/08 MEF	REVIEW AND REVISE NATCITY RETENTION PAPERS	BKG107	0.40

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 33

05/13/08 MEF	MEMOS TO COMMITTEE RE: OCP ISSUES (2)	BKG107	0.20
05/13/08 D R	PREPARE/EFILING OF SUPPLEMENTAL CERTIFICATION OF COZEN O'CONNOR AND PHOENIX.	BKG107	0.20
05/13/08 D R	PREPARE NATCITY RETENTION APPLICATION.	BKG107	0.40
05/13/08 MEF	MEMOS TO NATCITY RE: RETENTION APPLICATION	BKG107	0.30
05/13/08 MEF	TELEPHONE CONFERENCE WITH S. VICTOR RE: PROCEDURE ISSUES	BKG107	0.30
05/13/08 D R	PREPARE/EMAILING OF REQUESTED DOCUMENTS TO SCOTT VICTOR.	BKG107	0.20
05/13/08 D R	PREPARE/EFILING OF APPLICATION TO RETAIN NATCITY.	BKG107	0.50
05/13/08 D R	FOLLOW UP WITH SUPPLEMENTAL CERTIFICATION OF PHOENIX AND COZEN O'CONNOR.	BKG107	0.20
05/14/08 MEF	BRIEF REVIEW OF COMMITTEE FEE APPLICATIONS	BKG107	0.30
05/14/08 JNP	TELEPHONE CALL WITH E. GANC RE: ORDINARY COURSE PROFESSIONALS.	BKG107	0.20
05/14/08 D R	PREPARE SECOND INTERIM FEE STATEMENT OF COZEN O'CONNOR FOR APRIL 2008.	BKG107	1.20
05/14/08 MEF	MEMOS TO COMMITTEE RE: OCP ISSUES	BKG107	0.20
05/14/08 JNP	TELEPHONE CALL WITH D. GOLLIN RE: ORDINARY COURSE PROFESSIONAL ISSUES.	BKG107	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 34

05/14/08 D R	PREPARE/EFILE OF CERTIFICATE OF NO OBJECTIONS TO COZEN O'CONNOR AND PHOENIX FIRST MONTHLY FEE STATEMENTS.	BKG107	0.40
05/14/08 JNP	EMAIL D. GOLLIN RE: ORDINARY COURSE PROFESSIONALS.	BKG107	0.10
05/14/08 JNP	REVIEW PHOENIX 2ND MONTHLY FEE STATEMENT.	BKG107	0.30
05/14/08 JNP	EMAIL E. GANC RE: OCP BILLING ESTIMATES.	BKG107	0.20
05/14/08 D R	COORDINATE SERVICE OF APPLICATION TO APPOINT NATCITY. FORWARD TO EPIQ FOR SERVICE ON ALL SECURED CREDITORS.	BKG107	0.50
05/15/08 JNP	REVIEW COMMITTEE PROFESSIONALS' FEE APPLICATIONS.	BKG107	0.20
05/15/08 JNP	READ/REPLY TO EMAIL FROM M. FELGER RE: COMPANY FEE STATEMENT.	BKG107	0.20
05/15/08 D R	PREPARATION OF SECOND INTERIM FEE STATEMENT OF COZEN O'CONNOR FOR APRIL 2008.	BKG107	1.20
05/15/08 JNP	EDIT 2ND MONTHLY FEE STATEMENT OF COMPANY DRAFTED BY D. REYES.	BKG107	0.20
05/15/08 MEF	REVIEW AND REVISE FEE STATEMENT	BKG107	0.30
05/19/08 MEF	MEMOS TO FILE RE: 2ND FEE STATEMENT (3)	BKG107	0.30
05/19/08 D R	PREPARE/EFILE OF EPIQ CERTIFICATE OF SERVICE RE: NAT CITY RETENTION APPLICATION.	BKG107	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 35

05/19/08 D R	REVISE FEE STATEMENT OF COZEN O'CONNOR.	BKG107	0.50
05/20/08 JNP	RESEARCH RE: EVERGREEN RETAINER.	BKG107	0.80
05/20/08 D R	RESEARCH INFORMATION FOR J. POSLUSNY RE: EVERGREEN RETAINER.	BKG107	1.30
05/20/08 D R	UPDATE ORDINARY COURSE PROFESSIONAL AFFIDAVIT AND CHART OF OCB PROFESSIONALS.	BKG107	0.50
05/20/08 JNP	REVIEW/EDIT MARK UP ORDINARY COURSE AFFIDAVITS.	BKG107	0.20
05/20/08 D R	SERVICE VIA EMAIL AND REGULAR MAIL OF INVOICE OF OCB PROFESSIONAL.	BKG107	0.20
05/21/08 JNP	RESEARCH RE: EVERGREEN RETAINERS; EDIT FEE STATEMENT OF CO AND PHOENIX TO INCLUDE REQUEST FOR EVERGREEN RETAINER.	BKG107	1.30
05/21/08 D R	REVIEW ISSUES RE: LOGISTICS OF SERVICE ON 8000+ PARTIES ON MATRIX.	BKG107	0.20
05/21/08 D R	PREPARE COZEN AND PHOENIX SECOND INTERIM FEE STATEMENTS FOR FILING.	BKG107	0.30
05/21/08 D R	RESEARCH ISSUES RE: EVERGREEN RETAINER AT REQUEST OF J. POSLUSNY.	BKG107	0.70
05/21/08 MEF	REVIEW AND REVISE FEE STATEMENTS	BKG107	0.30
05/22/08 D R	PREPARE REVISIONS TO COZEN O'CONNOR AND PHOENIX FEE STATEMENTS.	BKG107	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 36

05/22/08 D R	PREPARE/EFILING OF AFFIDAVIT AND QUESTIONNAIRE OF MANKO GOLD FOR OCB PROFESSIONAL RETENTION.	BKG107	0.30
05/22/08 D R	PREPARE/EFILING OF COZEN O'CONNOR AND PHOENIX APRIL 2008 FEE STATEMENTS AND COORDINATE SERVICE OF SAME.	BKG107	0.80
05/28/08 MEF	REVIEW NATCITY RETENTION ORDER	BKG107	0.10
05/28/08 MEF	REVIEW COMMITTEE'S PROFESSIONAL'S FEE APPLICATIONS	BKG107	0.60
05/29/08 JNP	TELEPHONE CALL WITH K. MCKENNA RE: FEE STATEMENT.	BKG107	0.10
05/29/08 JNP	READ/REPLY TO EMAIL FROM M. FELGER RE: REVIEW OF MONTHLY FEE STATEMENTS.	BKG107	0.10
05/29/08 JNP	TELEPHONE CALL WITH D. GOLLIN RE: MARKO RETENTION.	BKG107	0.20
05/29/08 JNP	REVIEW K. MCKENNA'S FEE STATEMENT FOR 3/20 - 4/20.	BKG107	0.20
TOTAL FEE/EMPLOYMENT APPLICATIONS			36.90 \$11740.50

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 37

FINANCING

05/01/08	JSR	MULTIPLE EMAILS REGARDING STATUS OF NEW TERM LOAN.	BKG109	0.20
05/01/08	JSR	DRAFT LIST OF ACTION ITEMS TO SATISFY OBLIGATIONS UNDER ARCUS TERM LOAN.	BKG109	0.60
05/01/08	JSR	RECEIPT AND REVIEW OF EIGHT AMENDED AND RESTATED OPERATING AGREEMENTS OF SHAPES/ARCH HOLDINGS.	BKG109	0.40
05/01/08	SAB	REVIEW HIG DEPOSITION	BKG109	1.20
05/01/08	SAB	PREPARE AUTHORIZING CONSENTS	BKG109	1.70
05/01/08	MEF	MEMOS TO PARTIES RE: REVISED DIP DOCUMENTS (5)	BKG109	0.50
05/01/08	SAB	PREPARE AMENDED AND RESTATED SHAPES/ARCH OPERATING AGREEMENT	BKG109	1.10
05/01/08	SAB	E-MAIL RE: FINANCING MATTERS	BKG109	0.20
05/02/08	MEF	MEMOS TO HIG RE: COMMENTS TO DIP AGREEMENT, ORDER AND PROCESS (10)	BKG109	0.50
05/02/08	MEF	REVIEW AND REVISE DIP ORDER, DIP AGREEMENT AND BID PROCEDURES	BKG109	1.50
05/02/08	MEF	TELEPHONE CONFERENCE WITH M. JACOBY RE: DIP AGREEMENT AND BUDGET ISSUES (2)	BKG109	0.40
05/02/08	MEF	MEMOS TO CLIENT RE: STATUS OF HIG TRANSITION	BKG109	0.40

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 38

05/02/08	SAB	REVIEW AND REVISE LETTER TO ARCUS REGARDING RESIGNATION AND RELATED MATTERS	BKG109	0.40
05/02/08	SAB	REVIEW TERM DIP ORDER	BKG109	0.60
05/02/08	SAB	CONFERENCE WITH JSCHERER RE: FINANCING MATTERS	BKG109	0.20
05/02/08	SAB	E-MAIL TO MFELGER REGARDING COMMENTS TO TERM DIP AMENDMENT	BKG109	0.30
05/02/08	SAB	REVIEW TERM DIP AMENDMENT	BKG109	1.20
05/02/08	SAB	E-MAILS TO JSCHERER REGARDING CLOSING DOCUMENTS AND SIGNATURE PROCESS (3X)	BKG109	0.20
05/02/08	SAB	REVIEW REVISED DIP TERM ORDER	BKG109	0.50
05/02/08	MEF	REVIEW REVISED CIT DIP AGREEMENT	BKG109	0.30
05/02/08	MEF	TELEPHONE CONFERENCES WITH S. BLOCH RE: DIP FINANCING AGREEMENT AND ISSUES (3)	BKG109	0.50
05/02/08	JSR	CONFERENCE WITH CLIENT REGARDING SCHEDULES.	BKG109	0.30
05/02/08	JSR	REVIEW OF LOAN AGREEMENT.	BKG109	0.80
05/02/08	JSR	REVIEW FINAL ORDER AND EXHIBITS THERETO.	BKG109	0.40
05/02/08	JSR	MARK HIG LOAN AGREEMENT AGAINST ARCUS LOAN AND DISTRIBUTE.	BKG109	0.30
05/02/08	JSR	RECEIPT AND REVIEW OF REVISED LOAN DOCUMENTS.	BKG109	2.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 39

05/02/08 JSR	RECEIPT AND REVIEW OF REVISED LOAN AGREEMENT.	BKG109	0.60
05/02/08 JSR	DISTRIBUTION OF INSURANCE CERTS.	BKG109	0.20
05/02/08 JSR	RECEIPT AND REVIEW OF INSURANCE CERTS.	BKG109	0.20
05/02/08 JSR	REVIEW CLOSING DOCUMENTS AND REVISE SIGNATURE PAGES.	BKG109	1.20
05/02/08 JSR	CONFERENCE WITH M. FELGER REGARDING STATUS.	BKG109	0.20
05/02/08 JSR	CONFERENCE WITH M. CORDONE AT STRADLEY REGARDING ORDER.	BKG109	0.20
05/02/08 JSR	RECEIPT AND REVIEW OF SIGNATURE PAGES.	BKG109	0.50
05/02/08 JSR	DISTRIBUTE HIG LOAN AGREEMENT.	BKG109	0.20
05/02/08 JSR	COMMENTS TO LOAN AGREEMENT AND EMAIL TO GT	BKG109	0.60
05/02/08 JSR	DRAFT LETTER TO BE SIGNED BY ARCUS REGARDING SUPPLEMENTAL AGREEMENT.	BKG109	0.40
05/02/08 JSR	COMMENT ON EXHIBITS TO FINAL ORDER AND DISTRIBUTION OF COMMENTS	BKG109	0.50
05/02/08 JSR	CONFERENCE WITH M. HAHN REGARDING DISBURSEMENT AUTHORIZATION.	BKG109	0.20
05/02/08 JSR	EMAIL TO C. ROSENBLEETH REQUESTING SIGNATURE PAGES AND DOCUMENTS TO AMENDED LOAN.	BKG109	0.20
05/03/08 MEF	REVIEW REVISED ARCH FINAL DIP ORDER	BKG109	1.00

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 40

05/03/08 MEF	NUMEROUS MEMOS TO PARTIES RE: DIP ORDER AND BUDGET (20)	BKG109	0.80
05/04/08 MEF	NUMEROUS EMAILS TO CLIENT RE: ISSUES REGARDING LOAN DOCUMENTS AND ORDER AND PLAN	BKG109	0.80
05/04/08 MEF	REVIEW AND REVISE LOAN DOCUMENTS	BKG109	1.00
05/05/08 MEF	REVIEW REVISED DIP FINANCING ORDERS, LOAN DOCUMENTS AND EXHIBITS	BKG109	1.30
05/05/08 MEF	MEMOS TO CLIENT RE: STATUS OF NEGOTIATION/OPEN ISSUES (10)	BKG109	0.80
05/05/08 MEF	NUMEROUS MEMOS TO PARTIES RE: COMMENTS TO LOAN DOCUMENTS AND PLAN	BKG109	1.30
05/05/08 MEF	TELEPHONE CONFERENCE WITH M. JACOBY RE: BUDGET AND COVENANT ISSUES	BKG109	0.30
05/05/08 MEF	MEMOS TO HIG RE: FUNDING ISSUES (3)	BKG109	0.20
05/05/08 JNP	EMAIL FROM M. FELGER RE: STATUS OF DIP ORDERS.	BKG109	0.10
05/05/08 JNP	READ/REPLY TO EMAILS FROM M. FELGER AND A. BRODY RE: DIP LOAN ORDER.	BKG109	0.20
05/05/08 MEF	CHAMBERS CONFERENCE WITH JUDGE BURNS AND PARTIES RE: OPEN ISSUES FOR DIP FINANCING	BKG109	1.00
05/05/08 JNP	CONFERENCE CALL WITH CIT AND ARCUS RE: DIP LOAN FUNDING ISSUES.	BKG109	0.40
05/05/08 MEF	TELEPHONE CONFERENCE WITH S. BLOCH RE: DIP CLOSING ISSUES	BKG109	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 41

05/05/08 MEF	CONFERENCE CALL WITH PARTIES RE: DIP FUNDING ISSUES IN LIGHT OF VERSA NOTICE	BKG109	0.60
05/05/08 MEF	MEMOS TO PARTIES RE: ARCUS NOTICE/FUNDING ISSUE	BKG109	0.20
05/05/08 MEF	CONFERENCE CALL WITH PARTIES RE: OPEN ISSUES REGARDING LOAN DOCUMENTS	BKG109	2.00
05/05/08 MEF	CONFERENCE CALL WITH GRABELL, BLOCH, ET AL RE: DIP FINANCING AND RELEASE ISSUES	BKG109	0.50
05/05/08 MEF	TELEPHONE CONFERENCE WITH N. MITCHELL RE: DIP FINANCING AND PLAN ISSUES	BKG109	0.30
05/05/08 MEF	TELEPHONE CONFERENCES WITH J. SHAPIRO (2) RE: OPEN DIP FINANCING ISSUES	BKG109	0.40
05/05/08 MEF	TELEPHONE CONFERENCES WITH PATTERSON AND SCHARMETT RE: OPEN DIP FINANCING ISSUES (2)	BKG109	0.30
05/05/08 MEF	FOLLOW UP CONFERENCE CALL WITH PARTIES RE: OPEN DIP FINANCING ISSUES	BKG109	1.50
05/05/08 JSR	RECEIPT AND REVIEW OF EXECUTED TERM LOAN SIGNATURE PAGES.	BKG109	0.20
05/05/08 JSR	REVIEW AND RECEIPT OF EXECUTED CONSENTS OF BEN LLC AND SHAPES/ARCH HOLDINGS, LLC; CONFERENCE WITH M. HAHN AT GREENBERG TRAURIG.	BKG109	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 42

05/05/08 JSR	CONFERENCE WITH M. HAHN REGARDING 8TH AMENDED AND RESTATED OPERATING AGREEMENT.	BKG109	0.30
05/05/08 JSR	CONFERENCE WITH C. ROSENBLEETH RE: LOAN DOCUMENTS.	BKG109	0.20
05/05/08 JSR	REVISE CLOSING DOCUMENTS FOR AMENDED REVOLVER LOAN.	BKG109	0.60
05/05/08 JSR	REVIEW REVISIONS TO ARCH LOAN DOCUMENTS.	BKG109	0.50
05/05/08 JSR	CONFERENCE WITH M. FELGER REGARDING STATUS OF CLOSING.	BKG109	0.20
05/05/08 JSR	CONFERENCE WITH CLIENT RE: LOAN DOCUMENTS.	BKG109	0.30
05/05/08 JSR	RECEIPT AND REVIEW OF AMENDED INTERCREDITOR AGREEMENT.	BKG109	0.20
05/05/08 JSR	CONFERENCE CALL REGARDING STATUS WITH ALL ATTORNEYS.	BKG109	0.60
05/05/08 JSR	CONFERENCE WITH M. HAHN REGARDING REQUIREMENT FOR DISBURSEMENT LETTER.	BKG109	0.50
05/05/08 JSR	DISTRIBUTION OF ARCH LOAN DOCUMENTS TO CIT AND CONFERENCE REGARDING SAME.	BKG109	0.60
05/05/08 JSR	DISTRIBUTION OF INSURANCE CERTIFICATES TO A. BRODY AND C. ROSENBLEETH.	BKG109	0.10
05/05/08 JSR	REVIEW AND REVISE SCHEDULES.	BKG109	0.40
05/05/08 JSR	REVIEW OF REVISED INSURANCE CERTIFICATES.	BKG109	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 43

05/05/08 JSR	EMAIL TO STRADLEY REQUESTING SIGNATURE PAGES.	BKG109	0.10
05/05/08 JSR	REVISE ALL MEMBER CERTIFICATES.	BKG109	0.80
05/05/08 SAB	REVIEW CIT LOAN AGREEMENT	BKG109	0.30
05/05/08 SAB	REVIEW CLOSING DOCUMENTS	BKG109	0.30
05/05/08 SAB	REVIEW ISSUE REGARDING DIP ORDER	BKG109	0.30
05/05/08 SAB	E-MAIL REGARDING COMMENTS ON ASSIGNMENT	BKG109	0.10
05/05/08 SAB	REVIEW ASSIGNMENT	BKG109	0.40
05/05/08 SAB	REVIEW REVISED ASSIGNMENT	BKG109	0.20
05/05/08 SAB	CONFERENCE WITH JSCHERER REGARDING CLOSING OF LOANS (4X)	BKG109	0.40
05/05/08 JSR	REVISIONS TO TERM LOAN CLOSING DOCUMENTS.	BKG109	0.30
05/05/08 JSR	CONFERENCE WITH CLIENT REGARDING SCHEDULES.	BKG109	0.20
05/06/08 D R	CONFERENCE WITH J. POSLUSNY RE: DIP ORDERS.	BKG109	0.20
05/06/08 JNP	EXCHANGE EMAILS WITH INTERESTED PARTIES RE: DIP LOAN ORDERS.	BKG109	0.20
05/06/08 JNP	CONFERENCE CALL WITH COMMITTEE, VERSA, HIG, CIT AND COURT (PART OF CALL) RE: DIP LOAN ORDERS.	BKG109	1.80
05/06/08 JNP	REVIEW REVISED DIP ORDERS AND EXHIBITS FOR SUBMISSION TO COURT.	BKG109	0.40

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 44

05/06/08 JNP	TELEPHONE CALL WITH COMMITTEE, HIG, VERSA AND CIT RE: OPEN DIP LOAN ISSUES.	BKG109	0.40
05/06/08 D R	WORK ON PREPARING FINALIZED DIP ORDERS FOR ARCH AND CIT AND EMAILING OF SAME TO CHAMBERS.	BKG109	1.00
05/06/08 JNP	REVIEW AND ASSEMBLE DOCUMENTS FOR ARCH AND CIT DIP ORDERS.	BKG109	1.60
05/06/08 SPO	DRAFT EMAILS TO LENDERS' COUNSEL AND SEND EXECUTED SIGNATURE PAGES.	BKG109	0.70
05/06/08 SPO	MEETINGS WITH S. BLOCH AND J. SCHERER REGARDING CLOSING.	BKG109	0.50
05/06/08 SPO	REVIEW DOCUMENTS AND ORGANIZE SIGNATURE PAGES FOR CLOSING.	BKG109	3.20
05/06/08 D R	PREPARE/SUBMIT OF FINAL VERSIONS OF TWO DIP ORDERS TO COURT. PREPARE EXHIBITS.	BKG109	1.00
05/06/08 JSR	RECEIPT AND REVIEW OF REVISE NOTE.	BKG109	0.40
05/06/08 JSR	CONFER WITH M. HAHN REGARDING TIMING.	BKG109	0.30
05/06/08 JSR	RECEIPT AND REVIEW OF REVISED LOAN DOCUMENTS.	BKG109	0.40
05/06/08 JSR	REVIEW AND REVISE SIGNATURE PAGES.	BKG109	1.00
05/06/08 JSR	NEGOTIATE POST-CLOSING LETTER.	BKG109	0.40
05/06/08 JSR	RECEIPT OF AND REVIEW OF CIT SIGNATURE PAGES.	BKG109	0.30

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 45

05/06/08	JSR	REVISE SCHEDULES TO REFLECT CHANGES IN LOCATION OF COLLATERAL.	BKG109	1.40
05/06/08	JSR	REVISE ARCH SCHEDULES AFTER CONFERENCE WITH M. HAHN.	BKG109	0.50
05/06/08	JSR	DRAFT AUTHORIZATION DISBURSEMENT LETTER FOR ARCH.	BKG109	0.50
05/06/08	JSR	CONFERENCE CALL WITH ALL ATTORNEYS AND JUDGE OF BANKRUPTCY COURT.	BKG109	1.20
05/06/08	JSR	DISTRIBUTION OF FINAL CIT SIGNATURE PAGES TO CLIENT.	BKG109	0.30
05/06/08	SAB	REVIEW REVISED HIG LOAN AGREEMENT	BKG109	0.60
05/06/08	MEF	NUMEROUS MEMOS TO PARTIES RE: CLOSING LOGISTICS (25)	BKG109	1.30
05/06/08	MEF	CONFERENCE CALL WITH CIT AND HIG REPRESENTATIVES RE: CLOSING LOGISTICS	BKG109	0.40
05/06/08	MEF	ATTEND TELEPHONIC HEARING REGARDING DIP FINANCING MOTION	BKG109	1.00
05/06/08	MEF	REVIEW REVISED DIP ORDERS AND DOCUMENTS	BKG109	0.80
05/06/08	MEF	MEMOS TO CLIENT RE: CLOSING STATUS AND ISSUES (15)	BKG109	0.70
05/06/08	MEF	CONFERENCE CALLS WITH PARTIES RE: OPEN ISSUES ON DIP ORDERS (2)	BKG109	1.60
05/06/08	MEF	MEMOS TO PARTIES RE: 8.20(C) ISSUES (6)	BKG109	0.30

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 46

05/06/08 MEF	TELEPHONE CONFERENCES WITH M. JACOBY RE: BUDGET AND COVENANT ISSUES (2)	BKG109	0.40
05/06/08 SAB	REVIEW SIGNATURE PAGES	BKG109	0.30
05/06/08 JNP	TELEPHONE CALL WITH M. FELGER RE: DIP LOAN ISSUES.	BKG109	0.20
05/06/08 MEF	TELEPHONE CONFERENCE WITH S. GRABELL RE: CLOSING ISSUES AND UPDATE	BKG109	0.30
05/06/08 SAB	MULTIPLE TELEPHONE CALLS WITH MFLEGER REGARDING CLOSING DOCUMENTS	BKG109	0.80
05/06/08 SAB	MEETING WITH SO'DONNELL REGARDING CLOSING DOCUMENTS TO HIG	BKG109	0.30
05/06/08 SAB	MEETING WITH SO'DONNELL REGARDING CLOSING DOCUMENTS TO CIT	BKG109	0.30
05/06/08 SAB	E-MAILS REGARDING CLOSING DELIVERIES	BKG109	0.40
05/06/08 SAB	MULTIPLE CONFERENCES WITH JSCHERER REGARDING CLOSING DOCUMENTS AND MECHANICS	BKG109	1.10
05/06/08 SAB	REVIEW AND REVISE CLOSING DOCUMENTS	BKG109	1.30
05/06/08 SAB	MULTIPLE TELEPHONE CALLS WITH DGOLLIN REGARDING CLOSING DOCUMENTS AND MECHANICS	BKG109	1.20
05/06/08 SAB	CONFERENCE CALL WITH REPRESENTATIVES OF HIG, CIT, MFELGER AND CLIENT REGARDING REQUIREMENTS FOR FUNDING	BKG109	0.40
05/06/08 SAB	MULTIPLE TELEPHONE CALLS WITH SGRABELL REGARDING CLOSING DOCUMENTS AND MECHANICS	BKG109	0.90

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 47

05/06/08 MEF	TELEPHONE CONFERENCE WITH I. VOLKOV, H. KONIKOV AND M. JACOBY RE: BUDGET ISSUES	BKG109	0.30
05/06/08 SAB	REVIEW UPDATED SCHEDULES	BKG109	0.40
05/06/08 SAB	E-MAILS REGARDING THINGS TO DO	BKG109	0.30
05/06/08 SAB	REVIEW REVISED CIT LOAN AGREEMENT	BKG109	0.40
05/06/08 SAB	REVIEW CIT POST-CLOSING LETTER (MULTIPLE DRAFTS)	BKG109	0.40
05/07/08 D R	COORDINATE SERVICE OF FINAL DIP ORDERS ON REQUIRED PARTIES.	BKG109	0.30
05/07/08 MEF	MEMOS TO COMMITTEE RE: HIG BUDGET ISSUES (2)	BKG109	0.40
05/07/08 MEF	TELEPHONE CONFERENCES WITH M. JACOBY, S. GRABELL AND P. SORENSEN RE: BUDGET ISSUES (2)	BKG109	0.60
05/07/08 MEF	MEMO TO COMMITTEE RE: CIT UCC ISSUE	BKG109	0.20
05/07/08 JNP	EMAIL FROM M. FELGER RE: DIP LOAN ISSUES WITH COMMITTEE.	BKG109	0.10
05/07/08 SAB	TELEPHONE CALL WITH DGOLLIN REGARDING POST-CLOSING ISSUES	BKG109	0.30
05/08/08 MEF	MEMOS TO M. JACOBY RE: BUDGET STATUS (2)	BKG109	0.20
05/08/08 D R	PREPARE DUE DILIGENCE INFORMATION AND COORDINATE SAME FOR SERVICE.	BKG109	1.60
05/08/08 MEF	MEMOS TO PARTIES RE: UCC ISSUE	BKG109	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 48

05/08/08 SAB	E-MAILS REGARDING UCC FILINGS	BKG109	0.30
05/08/08 JSR	CONFER WITH M. HAHN REGARDING FILING NEW UCCS AND TERMINATION OF ARCUS LIEN.	BKG109	0.20
05/08/08 JSR	CONFER WITH M. HAHN RGARDING REVISIONS TO UCC.	BKG109	0.20
05/09/08 JNP	EDIT MOTION FOR AICCO FINANCING DRAFTED BY D. REYES	BKG109	0.90
05/09/08 D R	PREPARE MOTION FOR INSURANCE FINANCING WITH IACCIO.	BKG109	0.60
05/09/08 JSR	PREPARE SIGNATURE PAGES FOR DELIVERY UNDER POST CLOSING LETTER.	BKG109	2.20
05/09/08 JSR	CONFERENCE WITH M. HAHN REGARDING UCC FILING.	BKG109	0.30
05/09/08 JSR	EMAIL TO CLIENT AND M. FELGER REGARDING UCCS.	BKG109	0.20
05/12/08 JSR	LETTER AND DELIVERY TO GT RE: CLOSING	BKG109	0.20
05/12/08 JSR	CONFERENCE WITH D. GOLLIN RE: CLOSING.	BKG109	0.40
05/12/08 JSR	LETTER AND HAND DELIVERY TO STRADLEY.	BKG109	0.20
05/12/08 JSR	CONFERENCE WITH D. CARPEY RE: LOAN DOCUMENTS.	BKG109	0.20
05/12/08 JSR	RECEIPT OF REMAINING SIGNATURE PAGES AND REVIEW OF SAME.	BKG109	1.80
05/13/08 MEF	TELEPHONE CONFERENCE WITH D. GOLLIN RE: FINAL DIP ORDER (2)	BKG109	0.30

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 49

05/14/08 JSR	FOLLOW UP ISSUES WITH SIGNATURE PAGES.	BKG109	0.50
05/14/08 JSR	FOLLOW UP REQUESTING DOCUMENTS FROM STRADLEY.	BKG109	0.20
05/15/08 JSR	FOLLOW UP ON SIGNATURE PAGE ISSUES WITH GT.	BKG109	0.50
05/21/08 JNP	EDIT AICCO FINANCING MOTION DRAFTED BY D. REYES.	BKG109	0.50
TOTAL FINANCING			93.50 \$39254.00

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008

PAGE 50

LITIGATION (OTHER THAN AVOIDANCE ACTION LITITGAT

05/01/08 MEF	TRAVEL TO AND FROM HEARING (50%TIME)	BKG110	0.70
05/01/08 JNP	PREPARATION FOR DIP LOAN AND DISCLOSURE STATEMENT HEARING.	BKG110	1.20
05/01/08 MEF	ATTEND HEARING ON DIP FINANCING/NUMEROUS MEETINGS WITH PARTIES	BKG110	9.00
05/01/08 JNP	NEGOTIATIONS AT COURT AND HEARING ON DIP LOAN AND DISCLOSURE STATEMENT.	BKG110	9.00
05/05/08 MEF	MEMOS TO PARTIES RE: 5/6 HEARING STATUS	BKG110	0.20
05/05/08 JNP	TELEPHONE CALL WITH M. FELGER RE: ISSUES WITH ORDERS; ITEMS TO COMPLETE.	BKG110	0.40
05/14/08 MEF	MEMO TO CHESEN RE: 5/19 HEARING (2)	BKG110	0.20
05/14/08 MEF	REVIEW TRANSCRIPT OF 5/1 HEARING	BKG110	0.50
05/14/08 JNP	REVIEW COMPLAINT; ARRANGE FOR NOTICE OF BANKRUPTCY TO BE FILED.	BKG110	0.20
05/14/08 JNP	READ AND REPLY TO EMAIL FROM D. GOLLIN RE: LICENSE AGREEMENT LITIGATION.	BKG110	0.10
05/15/08 JNP	TELEPHONE CALL WITH J. GAREMONE RE: PENNSAUKEN LANDFILL CASE.	BKG110	0.20
05/15/08 MEF	MEMOS TO PARTIES RE: 5/23 HEARING	BKG110	0.30
05/16/08 MEF	MEMOS TO PARTIES RE: 5/19 HEARING (3)	BKG110	0.30

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 51

05/19/08 MEF	MEETING WITH COMMITTEE LAWYERS RE: HEARING	BKG110	0.50
05/19/08 MEF	REVIEW PLEADINGS AND CASE LAW IN PREPARTION FOR HEARING	BKG110	0.60
05/19/08 MEF	OFFICE CONFERENCE WITH J. POSLUSNY RE: PLAN AND HEARING ISSUES AND PENDING MATTERS	BKG110	0.60
05/19/08 MEF	MEMOS TO CLIENT TEAM RE: HEARING RESULTS	BKG110	0.20
05/19/08 MEF	MEETING WITH M. CHESAN RE: HEARING ON BID PROCEDURES	BKG110	1.00
05/19/08 MEF	ATTEND HEARING TO CONSIDER PROCEDURES AND COMMISSIONS MOTIONS	BKG110	2.60
05/22/08 JNP	TELEPHONE CALL WITH J. GRAHAM RE: BLUE RIDGE COMPLAINT AND CLAIM.	BKG110	0.20
05/22/08 MEF	MEMOS TO GOLLIN AND JACOBY RE: HEARING (4)	BKG110	0.20
05/23/08 MEF	ATTEND HEARING ON ADMINISTRATIVE BAR DATE AND DISCLOSURE STATEMENT (MEETINGS WITH PARTIES AND CLIENT)	BKG110	6.50
05/27/08 JNP	EMAILS AND ATTACHMENTS FROM K. MCKENNA RE: SHAPES LITIGATION.	BKG110	0.20
05/27/08 JNP	LETTERS (X2) FROM J. GRAZIANO RE: ENVIRONMENTAL LITIGATION ISSUES.	BKG110	0.30
05/28/08 JNP	CONFERENCE CALL WITH D. GOLLIN; S. BEZARK AND K. MCKENNA RE: ENVIRONMENTAL LITIGATION ISSUES.	BKG110	0.60

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 52

05/29/08 JNP	TELEPHONE CALL WITH K. MCKEANNA RE: ENVIRONMENTAL LITIGATION.	BKG110	0.30
05/29/08 JNP	EDIT LETTER TO J. GRAZIANO RE: PENNSAUKEN LITIGATION.	BKG110	0.20
TOTAL LITIGATION (OTHER THAN AVOIDANCE ACTION LITITGA		36.30	\$17122.50

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 53

PLAN AND DISCLOSURE STATEMENT

05/01/08	JNP	TELEPHONE CALL WITH K. MCKENNA RE: ENVIRONMENTAL ISSUES FOR DISCLOSURE STATEMENT HEARING.	BKG113	0.20
05/02/08	JNP	READ/REPLY TO EMAILS RE: AUCTION PROCESS.	BKG113	0.30
05/02/08	JNP	REVIEW PLAN AUCTION PROCESS PROPOSED BY HIG AND EMAIL COMMENTS TO M. FELGER.	BKG113	0.40
05/02/08	JNP	TELEPHONE CALL WITH M. FELGER RE: SALE PROCESS PROCEDURES.	BKG113	0.30
05/02/08	JNP	DRAFT PROPOSED LANGUAGE FOR AUCTION PROCESS.	BKG113	1.20
05/02/08	DLC	REVISE LLC AGREEMENT, CONFERENCE WITH SANDRA BLOCH.	BKG113	0.90
05/06/08	MEF	TELEPHONE CONFERENCE WITH A. BRODY RE: PLAN AND DISCLOSURE STATEMENT	BKG113	0.30
05/07/08	MEF	CONFERENCE CALL WITH HIG AND CLIENT TEAM RE: PLAN AND TRANSITION ISSUES	BKG113	0.80
05/07/08	MEF	TELEPHONE CONFERENCE WITH J. POSLUSNY RE: BID PROCEDURES MOTION	BKG113	0.30
05/07/08	MEF	CONFERENCE CALL WITH CLIENT TEAM RE: HIG TRANSITION ISSUES	BKG113	0.30
05/07/08	JNP	DRAFT BID PROCEDURES MOTION.	BKG113	5.70
05/07/08	MEF	REVIEW AND REVISE PLAN AND DISCLOSURE STATEMENT	BKG113	2.30

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 54

05/08/08 MEF	MEMO TO P. PATTERSON RE: PLAN COMMENTS	BKG113	0.10
05/08/08 MEF	REVISE PLAN AND DISCLOSURE STATEMENT	BKG113	2.50
05/08/08 JNP	DRAFT MOTION TO APPROVE BID PROCEDURES	BKG113	6.30
05/08/08 MEF	TELEPHONE CONFERENCE WITH J. POSLUSNY RE: BID MOTION COMMENTS	BKG113	0.50
05/08/08 MEF	TELEPHONE CONFERENCES WITH A. BRODY RE COMMENTS TO PLAN (2)	BKG113	0.50
05/08/08 SAB	REVIEW HIG PLAN	BKG113	0.90
05/09/08 JNP	TELEPHONE WITH M. JACOBY RE: PLAN SUPPLEMENT	BKG113	0.20
05/09/08 JNP	REVIEW COMMENTS TO BID MOTION FROM S. BLOCH, M. FELGER AND M. JACOBY AND EDIT MOTION PER COMMENTS.	BKG113	2.00
05/10/08 JNP	CONFERENCE CALL WITH M. FELGER, S. VICTOR, D. GOLLIN, S. GRABELL, M. JACOBY RE: BID PROCEDURES	BKG113	1.20
05/10/08 JNP	DRAFT BID PROCEDURES ORDER.	BKG113	0.80
05/10/08 JNP	REVIEW ARCH COMMENTS TO BID MOTION	BKG113	0.80
05/10/08 JNP	TELEPHONE WITH MEF (X2) RE: ARCH COMMENTS TO BID MOTION.	BKG113	0.70
05/10/08 JNP	REVIEW ARCH DRAFT PLAN.	BKG113	1.80
05/10/08 JNP	TELEPHONE WITH M. FELGER PLAN COMMENTS	BKG113	0.30

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 55

05/10/08 MEF	REVIEW AND REVISE COMPETITIVE PROCESS MOTION	BKG113	1.00
05/10/08 MEF	TELEPHONE CONFERENCE WITH M. JACOBY RE: PLAN ISSUES	BKG113	0.40
05/10/08 MEF	MEMOS TO M. JACOBY RE: DUE DILIGENCE ISSUES (3)	BKG113	0.30
05/10/08 MEF	CONFERENCE CALL WITH CLIENT TEAM AND S. VICTOR RE: PLAN COMPETITIVE PROCESS ISSUES	BKG113	0.80
05/10/08 MEF	REVIEW AND REVISE DISCLOSURE STATEMENT	BKG113	0.80
05/10/08 MEF	TELEPHONE CONFERENCE WITH A. BRODY RE: PLAN ISSUES	BKG113	0.60
05/10/08 MEF	MEMOS TO A. BRODY RE: CLAIM CAPS IN PLAN	BKG113	0.20
05/10/08 MEF	MEMOS TO CLIENT RE: PLAN AND PROCEDURES MOTION (3)	BKG113	0.30
05/10/08 MEF	MEMOS TO A. BRODY RE: PLAN AND PROCEDURES MOTION (5)	BKG113	1.00
05/10/08 MEF	MEMO TO P. PATTERSON RE: INDEMNIFICATION ISSUES IN PLAN	BKG113	0.10
05/11/08 MEF	NUMEROUS MEMOS TO PARTIES RE: PLAN COMMENTS (10)	BKG113	0.70
05/11/08 MEF	REVIEW REVISED PLAN WITH FUNDING CAP (FIRST TIME) AND MEMO TO CLIENT RE: SAME	BKG113	0.80

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 56

05/12/08 MEF	TELEPHONE CONFERENCE WITH B. KATZ AND H. KONIKOV RE: HIG PLAN ISSUES	BKG113	0.40
05/12/08 MEF	REVIEW AND REVISE APPLICATIONS TO SHORTEN AND LIMIT	BKG113	0.50
05/12/08 MEF	NUMEROUS EMAILS TO PARTIES RE: PLAN AND BID MOTION (12)	BKG113	0.80
05/12/08 MEF	REVIEW AND REVISE 2ND AMENDED PLAN	BKG113	0.80
05/12/08 MEF	TELEPHONE CONFERENCE WITH A. HALPERIN AND I. VOLKOV RE: HIG COMMITMENT CAP ISSUES (2)	BKG113	0.40
05/12/08 MEF	REVIEW AND REVISE MULTIPLE VERSIONS OF DISCLOSURE STATEMENT	BKG113	3.50
05/12/08 MEF	REVIEW AND REVISE MULTIPLE VERSIONS OF PROCEDURES MOTION	BKG113	2.10
05/12/08 MEF	MEMOS TO PARTIES RE: HIG COMMITMENT CAP ISSUES (3)	BKG113	0.30
05/12/08 MEF	TELEPHONE CONFERENCE WITH A. BRODY RE: PLAN ISSUES (2)	BKG113	0.40
05/12/08 D R	RETRIEVE INFORMATION FOR J. POSLUSNY RE: DISCLOSURE STATEMENT.	BKG113	0.40
05/12/08 MEF	TELEPHONE CONFERENCE WITH S. GRABELL RE: HIG ISSUES AND PLAN UPDATE	BKG113	0.50
05/12/08 MEF	TELEPHONE CONFERENCE WITH M. JACOBY RE: HIG COMMITMENT CAP	BKG113	0.50

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 57

05/12/08 D R	CONFERENCE WITH J. POSLUSNY RE: ISSUES PERTAINING TO FILING OF AMENDED PLAN/DISCLOSURE STATEMENT AND BIDDING PROCEDURES MOTION.	BKG113	0.20
05/12/08 D R	CONFERENCE WITH J. POSLUSNY RE: DISCLOSURE STATEMENT, PLAN AND SALE/BIDDING MOTION.	BKG113	0.20
05/12/08 JNP	TELEPHONE CALL WITH M. FELGER RE: REVISED BID MOTION.	BKG113	0.20
05/12/08 D R	PREPARE EXHIBITS FOR DISCLOSURE STATEMENT.	BKG113	0.60
05/12/08 D R	PREPARE APPLICATION/ORDER TO SHORTEN TIME ON HEARING ON DISCLOSURE STATEMENT AND BIDDING PROCEDURES MOTION; REVIEW OF MOTION AND PREPARE FOR FILING.	BKG113	1.50
05/12/08 D R	PREPARE DOCUMENTS RELATED TO FILING OF PLAN AND DISCLOSURE STATEMENT.	BKG113	0.50
05/12/08 JNP	CONFERENCE CALL WITH ATTORNEYS FOR ARCH COMMITTEE AND CIT RE: PLAN AND BID PROCEDURES MOTION ISSUES.	BKG113	2.10
05/12/08 MM	ASSIST WITH PREPARATION OF PLAN, DISCLOSURE STATEMENT AND PROCEDURES MOTION.	BKG113	3.50
05/12/08 D R	ASSIST J. POSLUSNY WITH FILING OF PLAN, DISCLOSURE STATEMENT AND BIDDING PROCEDURES MOTION AND RELATED EMERGENT PLEADINGS.	BKG113	2.50
05/12/08 JNP	CONFERENCE CALL WITH ATTORNEYS FOR ARCH AND CIT RE: INDEMNIFICATION	BKG113	0.80

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 58

05/12/08 MEF	MEMOS TO COMMITTEE RE: PLAN ISSUES	BKG113	0.40
05/12/08 SAB	MULTIPLE E-MAILS REGARDING PLAN CAP	BKG113	0.30
05/12/08 JNP	DRAFT AND REVISE DISCLOSURE STATEMENT.	BKG113	8.70
05/12/08 JNP	MEETING WITH D. REYES RE: DISCOVERY AND BID MOTION ISSUES.	BKG113	0.20
05/12/08 MEF	CONFERENCE CALLS WITH COMMITTEE , HIG, AND CIT RE: PLAN AND BID MOTION ISSUES (2)	BKG113	1.50
05/12/08 SAB	MULTIPLE E-MAILS REGARDING PLAN ISSUES	BKG113	0.20
05/12/08 JNP	EDIT APPLICATIONS TO SHOW THE TIME FOR BID MOTION AND DISCOVERY HEARING DRAFTED BY D. REYES.	BKG113	0.30
05/12/08 JNP	EDIT BID PROCEDURES ORDER PER CHARGES MADE TO MOTION AND COMMENTS FROM OTHER PARTIES.	BKG113	1.20
05/12/08 JNP	REVIEW REVISED BID MOTION FROM M. FELGER.	BKG113	0.30
05/13/08 JNP	DRAFT DISCLOSURE STATEMENT ORDER AND EXHIBITS.	BKG113	2.90
05/13/08 JNP	REVIEW COMMENTS TO BID ORDER FROM D. LIEBERMAN.	BKG113	0.20
05/13/08 JNP	READ AND REPLY TO EMAILS FROM EPIQ RE: BALLOTS.	BKG113	0.30
05/13/08 MEF	TELEPHONE CONFERENCE WITH M. JACOBY RE: PLAN ISSUES	BKG113	0.50

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 59

05/13/08 MEF	CONFERENCE CALL WITH COMMITTEE, HIG AND DEBTOR RE: PLAN AND COMMITMENT ISSUES (2)	BKG113	1.70
05/13/08 JNP	TELEPHONE CALL WITH HIG, COMMITTEE AND DEBTOR PROFESSIONALS RE: PLAN FUNDING CAP ISSUES.	BKG113	1.40
05/13/08 MEF	TELEPHONE CONFERENCE WITH P. PATTERSON RE: PLAN ISSUES	BKG113	0.30
05/13/08 D R	PREPARE REDLINED VERSION OF PLAN/DISCLOSURE STATEMENT AND CIRCULATE.	BKG113	0.30
05/13/08 MEF	TELEPHONE CONFERENCE WITH J. SHAPIRO RE: PROCEDURE ISSUES	BKG113	0.20
05/13/08 MEF	MEMO TO HALPERIN RE: PROCEDURES ISSUES	BKG113	0.20
05/13/08 MEF	TELEPHONE CONFERENCE WITH B. KATZ AND H. KONICOV RE: COMMITMENT CAP ISSUES	BKG113	0.40
05/13/08 MEF	REVIEW DIP ORDERS AND DEPOSITION TRANSCRIPT RE: PLAN ISSUES	BKG113	0.70
05/13/08 JNP	REVIEW I VOLKOV'S COMMENTS TO BID ORDER.	BKG113	0.30
05/13/08 JNP	DRAFT DISCLOSURE STATEMENT AND PLAN.	BKG113	0.70
05/13/08 SAB	CONSIDER OPEN ISSUES REGARDING HIG AND CAP	BKG113	0.30
05/14/08 JNP	REVIEW PROPOSED REVISIONS TO BID ORDER FROM M. FELGER.	BKG113	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 60

05/14/08 JNP	REVIEW MAY 1 HEARING TRANSCRIPT RE: PLAN ISSUES.	BKG113	0.20
05/14/08 JNP	CONFERENCE CALL WITH M. FELGER; D. GOLLIN; S. VICTOR (PART OF CALL); AND M. JACOBY (PART OF CALL) RE: HIG SALE ISSUES.	BKG113	1.30
05/14/08 D R	PREPARE/EFILING OF PROPOSED BIDDING ORDER.	BKG113	0.20
05/14/08 JNP	DRAFT DISCLOSURE STATEMENT ORDER.	BKG113	1.20
05/14/08 MEF	TELEPHONE CONFERENCE WITH J. POSLUSNY RE: PLAN ISSUES (3)	BKG113	0.50
05/14/08 D R	FOLLOW UP WITH ISSUES RE: PLAN/DISCLOSURE STATEMENT AND SERVICE ISSUES; PREPARE/EFILING OF SIGNATURE PAGES TO PLAN, DISCLOSURE STATEMENT AND BIDDING MOTION.	BKG113	1.10
05/14/08 D R	FOLLOW UP WITH ISSUES PERTAINING TO FINALIZING OF BIDDING ORDERS AND SUBMITTAL TO COURT.	BKG113	0.30
05/14/08 MEF	MEMOS TO J. SHAPIRO RE: PROCEDURES ORDER ISSUE (3)	BKG113	0.30
05/14/08 MEF	TELEPHONE CONFERENCE WITH J. MATOUR RE: CASE STATUS	BKG113	0.30
05/14/08 MEF	REVISE BID PROCEDURES ORDER	BKG113	0.80
05/14/08 MEF	REVIEW DISCLOSURE STATEMENT ORDER	BKG113	0.50
05/14/08 D R	CONFERENCE WITH J. POSLUSNY RE: PLAN ISSUES.	BKG113	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 61

05/14/08 MEF	TELEPHONE CONFERENCES WITH M. JACOBY RE: PLAN ISSUES (2)	BKG113	0.50
05/14/08 MEF	MEMO TO COMMITTEE RE: PLAN ADMINISTRATOR AGREEMENT	BKG113	0.10
05/14/08 MEF	MEMOS TO CLIENT TEAM RE: CBA CONDITION (3)	BKG113	0.30
05/14/08 MEF	CONFERENCE CALL WITH CLIENT TEAM AND SCOTT VICTOR (2) RE: SALE PROCEDURES AND CBA ISSUES	BKG113	2.00
05/14/08 MEF	MEMOS TO HIG RE: PROCEDURES ORDERS	BKG113	0.30
05/14/08 MEF	MEMOS TO COMMITTEE RE: PLAN FUNDING CAP ISSUES (3)	BKG113	0.60
05/14/08 MEF	TELEPHONE CONFERENCE WITH A. BRODY RE: DUE DILIGENCE ISSUES	BKG113	0.40
05/14/08 MEF	MEMOS TO COMMITTEE RE: PROCEDURES ORDER (5)	BKG113	0.30
05/15/08 JNP	READ/REPLY TO EMAIL FROM D. LIEBERMAN RE: PA AGREEMENT.	BKG113	0.10
05/15/08 JNP	TELEPHONE WITH M. FELGER RE: PLAN AND DISCLOSURE STATEMENT ISSUES.	BKG113	0.30
05/15/08 MEF	MEMOS TO COMMITTEE RE; PROCEDURES ORDER (5)	BKG113	0.30
05/15/08 MEF	MEMOS TO PARTIES RE: PLAN COMMITMENT CAP ISSUE (6)	BKG113	0.80
05/15/08 MEF	MEMOS TO HIG RE: PLAN ISSUES (5)	BKG113	0.50

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 62

05/15/08 MEF	TELEPHONE CONFERENCE WITH J. POSLUSNY RE: ADMIN BAR DATE DRAFT MOTION (2)	BKG113	0.50
05/15/08 MEF	REVIEW AND REVISE DISCLOSURE STATEMENT	BKG113	1.30
05/15/08 SAB	REVIEW OPEN ISSUES RE: PLAN	BKG113	0.40
05/15/08 MEF	REVIEW COMMENTS TO DISCLOSURE STATEMENT	BKG113	0.40
05/15/08 MEF	TELEPHONE CONFERENCE WITH M. JACOBY RE: PLAN ISSUES	BKG113	0.30
05/15/08 MEF	REVIEW PROCEDURES ORDER	BKG113	0.30
05/16/08 MEF	CONFERENCE CALL WITH VOLKOV, LIEBERMAN, POSLUSNY AND BRODY RE: 5/19 HEARING AND PLAN ISSUES	BKG113	1.00
05/16/08 MEF	REVIEW AND REVISE DISCLOSURE STATEMENT	BKG113	2.50
05/16/08 MEF	CONFERENCE CALL WITH VICTOR AND CLIENT TEAM RE: PLAN ISSUES, SUN CA AND UPDATE	BKG113	0.40
05/16/08 MEF	MEMOS TO COMMITTEE RE: PLAN ISSUE AND STRATEGY (3)	BKG113	0.50
05/16/08 MEF	MEMOS TO HIG RE: PLAN ISSUES AND PLAN SUPPLEMENT (5)	BKG113	0.50
05/16/08 MEF	CONFERENCE CALL WITH VICTOR AND KATZ RE: PLAN CAP ISSUE	BKG113	0.30
05/16/08 D R	REVIEW AND RETRIEVE RESPONSES TO BIDDING MOTION.	BKG113	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 63

05/16/08 JNP	CONFERENCE CALL WITH COMMITTEE AND ARCH RE: BIDDING PROCEDURES ISSUES.	BKG113	1.10
05/16/08 JNP	TELEPHONE CALL WITH COMMITTEE RE: BIDDING PROCEDURES.	BKG113	0.30
05/17/08 JNP	REVIEW UST'S OBJECTION TO THE BIDDING MOTION.	BKG113	0.30
05/17/08 JNP	EMAILS FROM M. FELGER, D. LIEBERMAN AND A. BRODY RE: STATUS OF SALE AND PROCEDURES NEGOTIATIONS.	BKG113	0.20
05/17/08 JNP	EDIT DISCLOSURE STATEMENT.	BKG113	2.20
05/19/08 D R	REVISE BIDDING ORDER.	BKG113	0.70
05/19/08 JNP	MEETING WITH M. FELGER RE: PLAN ISSUES.	BKG113	0.40
05/19/08 JNP	MEETING WITH M. FELGER PLAN AND DISCLOSURE STATEMENT ISSUES.	BKG113	0.40
05/19/08 JNP	EDIT DISCLOSURE STATEMENT.	BKG113	4.60
05/19/08 JNP	EMAIL FROM N. MITCHELL RE: CAP RESOLUTION.	BKG113	0.10
05/19/08 MEF	REVIEW PROCEDURES MOTION ORDER	BKG113	0.30
05/19/08 MEF	MEMOS RE: 5/21 ENVIRONMENTAL MEETING (2)	BKG113	0.20
05/19/08 MEF	TELEPHONE CONFERENCE WITH J. SHAPIRO RE: PROCEDURES HEARING	BKG113	0.30
05/19/08 MEF	CONFERENCE CALL WITH S. GRABELL AND S. VICTOR RE: SALE ISSUES	BKG113	0.50

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 64

05/19/08 MEF	REVIEW AND REVISE DISCLOSURE STATEMENT	BKG113	1.00
05/19/08 MEF	MEMOS TO PARTIES RE: PROCEDURES ORDER (2)	BKG113	0.30
05/19/08 MEF	REVIEW PROPOSAL FROM ARCH RE: PLAN CAP ISSUE AND MEMOS RE: SAME	BKG113	0.30
05/20/08 MEF	TELEPHONE CONFERENCE RE: COUNTER PROPOSAL	BKG113	0.20
05/20/08 MEF	MEMOS TO CLIENT RE: STATUS, DISCLOSURE STATEMENT AND MEETING (5)	BKG113	0.30
05/20/08 D R	FOLLOW UP WITH ISSUES ON BIDDING ORDER.	BKG113	0.20
05/20/08 MEF	REVIEW AGENDA FOR 5/21 MEETING	BKG113	0.10
05/20/08 MEF	REVIEW AND RESPOND TO EMAILS RE: INCENTIVE PLAN (2)	BKG113	0.20
05/20/08 MEF	REVIEW AND REVISE DISCLOSURE STATEMENT	BKG113	1.20
05/20/08 MEF	TELEPHONE CONFERENCE WITH M. JACOBY RE: CAP ISSUES (2)	BKG113	0.50
05/20/08 MEF	CONFERENCE CALL WITH ULTRA OFFICERS RE: RELEASES, PLAN AND OVERALL STATUS	BKG113	0.50
05/20/08 MEF	MEMOS TO A. BRODY RE: DISCLOSURE STATEMENT (3)	BKG113	0.30
05/20/08 MM	ASSIST WITH REVISIONS TO AMENDED (THIRD) DISCLOSURE STATEMENT AND PLAN AND EMAILS TO AND FROM COUNSEL RE SAME.	BKG113	3.00

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 65

05/21/08 MM	ASSIST WITH REVISIONS TO THIRD AMENDED DISCLOSURE STATEMENT AND PLAN AND EMAILS TO AND FROM COUNSEL RE SAME.	BKG113	3.20
05/21/08 MEF	TELEPHONE CONFERENCE WITH S. GRABELL AND S. VICTOR RE: SALE AND MIP ISSUES	BKG113	0.40
05/21/08 MEF	ATTEND MEETING WITH HIG AND ENVIRONMENTAL COUNSEL AND CLIENT RE: ENVIRONMENTAL CLAIMS AND RELATED PLAN ISSUES	BKG113	5.50
05/21/08 MEF	MEMOS TO HIG RE: DISCLOSURE STATEMENT AND PLAN COMMITMENT ISSUES	BKG113	0.30
05/21/08 MEF	REVIEW AND REVISE DISCLOSURE STATEMENT	BKG113	3.00
05/21/08 MEF	MEMOS TO PARTIES RE: DISCLOSURE STATEMENT ISSUES/REVISIONS	BKG113	0.30
05/21/08 MEF	TELEPHONE CONFERENCES WITH A. BRODY (2) RE: PLAN ISSUES	BKG113	0.50
05/21/08 MEF	TELEPHONE CONFERENCES WITH M. JACOBY (3) RE: PLAN ISSUES	BKG113	0.70
05/21/08 JNP	READY/REPLY TO EMAIL FROM M. FELGER RE: BALLOTTING.	BKG113	0.10
05/21/08 SAB	REVIEW DISCLOSURE SCHEDULE	BKG113	2.50
05/21/08 JNP	EXCHANGE EMAILS WITH EPIQ RE: DISCLOSURE STATEMENT NOTICE AND BALLOTS.	BKG113	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 66

05/21/08 JNP	TELEPHONE CALL WITH K. CUSICK RE: LIBERTY MUTUAL POLICIES; LISTED IN DISCLOSURE STATEMENT.	BKG113	0.10
05/21/08 JNP	EDIT DISCLOSURE STATEMENT ORDER.	BKG113	0.90
05/21/08 JNP	REVIEW COMMITTEE COMMENTS TO BAR DATE ORDER AND NOTICE.	BKG113	0.20
05/21/08 JNP	CONFERENCE CALL WITH EPIQ RE: DISCLOSURE STATEMENT SERVICE ISSUE.	BKG113	0.30
05/21/08 JNP	TELEPHONE CALL WITH M. FELGER RE: PLAN AND DISCLOSURE STATEMENT ISSUES.	BKG113	0.70
05/21/08 JNP	MEETING WITH D. REYES RE: SERVICE ISSUES FOR DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT ORDER.	BKG113	0.50
05/21/08 JNP	REVIEW SEARS HOLDING OBJECTIONS TO DISCLOSURE STATEMENT.	BKG113	0.30
05/21/08 MEF	REVIEW DISCLOSURE STATEMENT OBJECTIONS	BKG113	0.20
05/21/08 JNP	EDIT DISCLOSURE STATEMENT ORDER.	BKG113	0.20
05/21/08 JNP	EMAIL FROM D. LIEBERMAN AND N. MITCHELL DISCLOSURE STATEMENT ISSUES AND PLAN.	BKG113	0.20
05/21/08 JNP	EMAIL D. GOLLIN AND M. JACOBY RE: BALLOTTING ISSUES.	BKG113	0.20
05/21/08 D R	CONFERENCE CALL WITH EPIQ RE: SERVICE OF DISCLOSURE STATEMENT ISSUES; CONFERENCE WITH J. POSLUSNY RE: SAME.	BKG113	0.50

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 67

05/21/08 D R	MEETINGS WITH J. POSLUSNY RE: DISCLOSURE STATEMENT ISSUES AND ORDER.	BKG113	0.50
05/21/08 D R	FOLLOW UP WITH EPIQ RE: LOGISTICS OF SERVICE OF PLAN AND DISCLOSURE STATEMENT ON PARTIES.	BKG113	0.20
05/21/08 D R	REVISIONS TO DISCLOSURE STATEMENT NOTICE AND ORDER TO ADDRESS SERVICE ISSUES.	BKG113	1.20
05/22/08 D R	RETRIEVE OBJECTIONS TO DISCLOSURE STATEMENT AND PREPARE/EMAILING OF SAME.	BKG113	0.50
05/22/08 MEF	REVIEW AND REVISE AMENDED PLAN	BKG113	1.00
05/22/08 JNP	TELEPHONE CALL WITH I. DEICHES RE: CASE STATUS; DISCLOSURE STATEMENT ISSUES.	BKG113	0.10
05/22/08 JNP	EDIT DISCLOSURE STATEMENT ORDER.	BKG113	1.00
05/22/08 JNP	TELEPHONE CALL WITH M. FELGER RE: PLAN AND DISCLOSURE STATEMENT ISSUES.	BKG113	0.30
05/22/08 JNP	CONFERENCE CALL WITH M. FELGER AND A. BRODY RE: PLAN AND DISCLOSURE STATEMENT ISSUES.	BKG113	0.30
05/22/08 JNP	CONFERENCE CALL WITH N. MITCHELL A. BRODY, I. VOLKOV RE: PLAN AND DISCLOSURE ISSUES.	BKG113	0.40
05/22/08 MEF	TELEPHONE CONFERENCES WITH M. JACOBY RE: PLAN ISSUES (4)	BKG113	0.80

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 68

05/22/08 D R	PREPARE INFORMATION IN PREPARATION OF FILING THIRD AMENDED PLAN AND DISCLOSURE STATEMENT.	BKG113	0.50
05/22/08 MEF	MEMOS TO P. PATTERSON RE: DISCLOSURE STATEMENT ISSUES (3)	BKG113	0.20
05/22/08 MEF	REVIEW DISCLOSURE STATEMENT OBJECTIONS	BKG113	0.30
05/22/08 JNP	EDIT PLAN AND DISCLOSURE STATEMENT AND RELATED ORDERS.	BKG113	9.60
05/22/08 MEF	MEMOS TO CLIENT RE: PLAN AND DISCLOSURE STATEMENT (6)	BKG113	0.50
05/22/08 MEF	TELEPHONE CONFERENCES WITH A. BRODY RE: PLAN AND DISCLOSURE STATEMENT ISSUES (4)	BKG113	0.80
05/22/08 MEF	TELEPHONE CONFERENCE WITH BRODY RE: INCENTIVE PLAN	BKG113	0.20
05/22/08 MEF	MEMOS TO GRABELL AND VICTOR RE: INCENTIVE PLAN (3)	BKG113	0.30
05/22/08 MEF	REVIEW AND REVISE DISCLOSURE STATEMENT	BKG113	1.70
05/22/08 MEF	TELEPHONE CONFERENCE WITH I. VOLKOV RE: DISCLOSURE STATEMENT ISSUES	BKG113	0.70
05/22/08 JNP	CONFERENCE CALL WITH M. FELGER AND M. JACOBY (PART OF CALL) RE: PLAN AND DISCLOSURE STATEMENT ISSUES.	BKG113	0.80
05/22/08 JNP	TELEPHONE CALL WITH M. FELGER RE: PLAN AND DISCLOSURE ISSUES.	BKG113	0.60

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 69

05/22/08 MEF	REVISE DISCLOSURE STATEMENT ORDER AND RELATED NOTICES	BKG113	0.70
05/22/08 MM	ASSIST WITH REVISIONS TO THIRD AMENDED DISCLOSURE STATEMENT AND PLAN.	BKG113	2.80
05/23/08 MEF	MEMOS TO CLIENT RE: DISCLOSURE STATEMENT AND PLAN ISSUES (5)	BKG113	0.50
05/23/08 D R	PREPARE EXHIBITS AND PLAN/DISCLOSURE STATEMENT FILING.	BKG113	1.20
05/23/08 JNP	REVIEW COMMENTS TO ARCH COMMENTS TO PLAN AND DISCLOSURE STATEMENT PLEADINGS.	BKG113	1.80
05/23/08 JNP	IN COURT FOR NEGOTIATIONS AND HEARING TO APPROVE DISCLOSURE STATEMENT.	BKG113	4.60
05/23/08 JNP	REVIEW DISCLOSURE STATEMENT OBJECTIONS; EDIT MEMO RE: SAME.	BKG113	1.20
05/27/08 D R	CONFERENCE WITH J. POSLUSNY RE: DISCLOSURE STATEMENT/VOTING MATERIALS SERVICE ISSUES.	BKG113	0.40
05/27/08 MEF	DRAFT LETTER FOR PLAN VOTING MATERIALS	BKG113	0.30
05/27/08 D R	PREPARE/EFILED OF THIRD AMENDED PLAN AND DISCLOSURE STATEMENT.	BKG113	0.60
05/27/08 JNP	CREATE BLACKLINES OF PLAN AND DISCLOSURE STATEMENT.	BKG113	0.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 70

05/27/08 MEF	REVIEW COMMENTS TO PLAN AND DISCLOSURE STATEMENT FROM VARIOUS PARTIES	BKG113	0.40
05/27/08 D R	PREPARE EXHIBITS FOR FILING OF THIRD AMENDED DISCLOSURE STATEMENT.	BKG113	0.50
05/27/08 JNP	TELEPHONE CALL WITH EPIQ RE: SERVICE OF DISCLOSURE STATEMENT PACKAGES.	BKG113	0.20
05/27/08 D R	REVIEW SCHEDULES AND CLAIMS DOCKET RE: INFORMATION ON VOTING CLASSES FOR EPIQ.	BKG113	2.20
05/27/08 JNP	TELEPHONE CALL WITH M. JACOBY AND D. GOLLIN RE: CLASSIFYING CLAIMS FOR BALLOTS.	BKG113	0.60
05/27/08 MEF	MEMO TO A. BRODY RE: CBA ISSUE	BKG113	0.10
05/27/08 JNP	MEETING WITH D. REYES RE: SOLICITATION PACKAGES.	BKG113	0.30
05/27/08 JNP	REVIEW CLAIMS REGISTER SCHEDULE ORDERS AND OTHER INFORMATION TO PROVIDE PROPER CLASS AND INFORMATION TO EPIQ.	BKG113	2.20
05/27/08 MEF	MEMOS TO PARTIES RE: PLAN SUPPLEMENT (2)	BKG113	0.20
05/27/08 JNP	EMAIL EPIQ RE: DISCLOSURE STATEMENT SERVICE.	BKG113	0.60
05/27/08 MEF	REVIEW PLAN AND DISCLOSURE STATEMENT	BKG113	1.50
05/27/08 MEF	MEMOS TO PARTIES RE: PLAN AND DISCLOSURE STATEMENT (15)	BKG113	0.80

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 71

05/27/08 JNP	EDIT DISCLOSURE STATEMENT NOTICES PER COMMENTS AND CHANGES RECEIVED IN COURT.	BKG113	0 .60
05/27/08 MEF	MEMOS TO COZEN TEAM RE: PLAN VOTING MATERIALS (5)	BKG113	0 .50
05/28/08 MEF	MEMOS TO PARTIES RE: PLAN SUPPLEMENT	BKG113	0 .20
05/28/08 MEF	REVISE COVER LETTER RE: PLAN VOTING MATERIALS	BKG113	0 .40
05/28/08 MEF	TELEPHONE CONFERENCE WITH J. SHAPIRO RE: PLAN ISSUES AND "PURCHASE PRICE"	BKG113	0 .30
05/28/08 MEF	TELEPHONE CONFERENCE WITH J. POSLUSNY RE: PLAN VOTING MATERIALS	BKG113	0 .30
05/28/08 JNP	DRAFT SOLICITATION LETTER PER FORM AND COMMENTS FROM. FELGER.	BKG113	0 .40
05/28/08 MEF	TELEPHONE CONFERENCE WITH A. BRODY RE: PLAN ISSUES AND INCENTIVE PLAN	BKG113	0 .40
05/28/08 JNP	EMAIL EPIQ RE: SERVICE OF SOLICITATION PACKAGE.	BKG113	0 .10
05/28/08 D R	FOLLOW UP WITH EPIQ RE: ISSUES ON SERVICE OF PLAN/DISCLOSURE STATEMENT.	BKG113	0 .20
05/28/08 JNP	REVIEW REVISED PMSI CLAIMS FROM M. JACOBY AND EMAIL TO EPIQ RE: SAME.	BKG113	0 .20
05/28/08 D R	CONTINUE WITH PUBLICATION ISSUES; REVIEW PROOFS AND PAYMENT ISSUES.	BKG113	0 .30
05/28/08 JNP	READ/REPLY TO EMAIL FROM M. FELGER RE: COVER LETTER FOR SOLICITATION.	BKG113	0 .20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 72

05/28/08 D R	FOLLOW UP WITH ISSUES ON PUBLICATION OF DISCLOSURE STATEMENT NOTICE.	BKG113	0.20
05/28/08 JNP	TELEPHONE CALL WITH M. JACOBY RE: SOLICITATION CATEGORIES.	BKG113	0.60
05/28/08 D R	REVIEW PROOF OF PLAN/DISCLOSURE STATEMENT TO BE SENT WITH SOLICITATION PACKAGE FROM EPIQ.	BKG113	0.40
05/28/08 D R	REVIEW INFORMATION FOR EPIQ RELATED TO DETERMINING CLASS 9 CREDITORS.	BKG113	0.50
05/28/08 D R	PREPARE/EMAILING OF INFORMATION TO EPIQ TO INCLUDE IN SOLICITATION PACKAGE.	BKG113	0.30
05/29/08 MEF	MEMOS TO PARTIES RE: PLAN SUPPLEMENT (3)	BKG113	0.20
05/29/08 MEF	TELEPHONE CONFERENCE WITH P. PATTERSON RE: STATUS AND PLAN ISSUES	BKG113	0.40
05/29/08 JNP	TELEPHONE CALL WITH M. FELGER RE: SOLICITATION PACKAGES.	BKG113	0.50
05/29/08 JNP	REVIEW REVISED WAREHOUSE AND SHIPPER CLAIMS LIST.	BKG113	0.20
05/29/08 JNP	READ/REPLY TO EMAIL FROM F. SCHALL (INDIVIDUAL REVIEW OF PLAN) RE: NATIONWIDE RE: ASSUMPTION.	BKG113	0.20
05/29/08 JNP	REVIEW REVISED CLASS 10 SCHEDULE FROM M. JACOBY AND SEND TO EPIQ.	BKG113	0.20
05/29/08 D R	REVIEW AND PREPARE SPREADSHEET INFORMATION RELATED TO CLASS OF WAREHOUSEMEN/SHIPPERS.	BKG113	3.20

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 73

05/29/08 JNP	READ/REPLY TO EMAIL FROM M. FELGER RE: SOLICITATION PACKAGES.	BKG113	0.10
05/29/08 MEF	REVISE COVER LETTER RE: PLAN VOTING MATERIALS	BKG113	0.20
05/29/08 D R	FOLLOW UP WITH MILLER RE: CONFIRMATION OF PUBLICATION WALL STREET JOURNAL, PHILA INQUIRER AND COURIER POST.	BKG113	0.20
05/29/08 JNP	TELEPHONE CALL FROM B. GALLERIE RE: BALLOTS.	BKG113	0.10
05/29/08 JNP	TELEPHONE CALL WITH M. JACOBY RE: CLASSES OF CLAIMS.	BKG113	0.20
05/29/08 JNP	TELEPHONE CALL WITH B. GALLERIE RE: SOLICITATION PACKAGES.	BKG113	0.10
05/29/08 JNP	REVIEW EPIQ VOTING TABLUATION SPREADSHEETS AND SEND COMMENTS TO EPIQ.	BKG113	0.20
05/29/08 JNP	EDIT LETTER TO INCLUDE WITH SOLICITATION PACKAGES.	BKG113	0.20
05/30/08 D R	FOLLOW UP WITH EPIQ RE: SERVICE OF SOLICITATION PACKAGE.	BKG113	0.20
05/30/08 JNP	TELEPHONE CALL WITH M. JACOBY RE: BALLOTS.	BKG113	0.20
05/30/08 MEF	MEMOS TO COZEN TEAM RE: PLAN VOTING MATERIALS DISTRIBUTION (5)	BKG113	0.30
TOTAL PLAN AND DISCLOSURE STATEMENT		207.10	\$83903.00

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 74

RELIEF FROM STAY PROCEEEDINGS

05/05/08	JNP	TELEPHONE CALL WITH J. MORTON RE: SETTLEMENT OF WELLS FARGO STAY MOTION.	BKG114	0.30
05/07/08	JNP	TELEPHONE CALL WITH D. GOLLIN RE: STAY RELIEF IN PENSKE CASE.	BKG114	0.20
05/09/08	JNP	LETTER FROM GMAC RE: POTENTIAL STAY MOTION.	BKG114	0.10
05/09/08	JNP	TELEPHONE WITH J. MORTON RE: WELLS FARGO.	BKG114	0.10
05/12/08	JNP	EMAIL J. MORTON RE: WELLS FARGO STAY MOTION.	BKG114	0.10
05/20/08	JNP	REVIEW SHELHAN STAY BRIEF MOTION.	BKG114	0.20
05/21/08	JNP	REVIEW SHEEHAN STAY MOTION AND EMAIL M. FELGER RE: SAME.	BKG114	0.20
05/21/08	JNP	REVIEW WELLS STAY ORDER AND CALL COURT RE: SAME.	BKG114	0.10
05/27/08	JNP	REVIEW DELAGE MOTIONS (X2) FOR STAY RELIEF.	BKG114	0.40
05/27/08	JNP	EDIT CONSENT ORDER VACATING STAY RELIEF ORDER, EMAIL J. MORTON RE: SAME.	BKG114	0.20
05/28/08	JNP	EMAIL AND CALL TO J. MORTON RE: WELLS FARGO STAY ORDER.	BKG114	0.10
05/28/08	JNP	READ/REPLY TO EMAIL FROM F. GANC RE: RESPONSES TO STAY MOTIONS.	BKG114	0.10

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 75

05/28/08 JNP	EMAIL B. REED RE: SHEEHAN STAY MOTION.	BKG114	0.10
05/28/08 JNP	EMAIL FROM S. GRABELL RE: DE LAGE STAY MOTION.	BKG114	0.10
05/28/08 JNP	TELEPHONE CALL WITH D. GOLLIN RE: SHEEHAN STAY MOTION.	BKG114	0.20
05/28/08 JNP	TELEPHONE CALL WITH M. FELGER RE: SHEEHAN STAY RELIEF.	BKG114	0.20
05/28/08 JNP	TELEPHONE CALL FROM B. REED RE: SHEEHAN STAY MOTION.	BKG114	0.30
05/28/08 JNP	TELEPHONE CALL WITH D. GOLLIN RE: SHEEHAN STAY ISSUES.	BKG114	0.10
05/29/08 JNP	TELEPHONE CALL WITH S. GRABELL RE: DE LAGE STAY MOTION.	BKG114	0.20
05/29/08 JNP	TELEPHONE CALL FROM B. CALLAHAN RE: SETTLEMENT OF DE LAGE STAY MOTION.	BKG114	0.10
05/29/08 JNP	TELEPHONE CALL WITH J. MORTON RE: WELLS FARGO STAY ORDER.	BKG114	0.20
05/29/08 MEF	MEMO TO CLIENT RE: DELAGE LANDEN CONDO MOTION	BKG114	0.10
05/30/08 JNP	TELEPHONE CALL WITH F. GANC RE: STAY MOTIONS AND 503(B) (9) MOTIONS.	BKG114	0.20
TOTAL RELIEF FROM STAY PROCEEDINGS		3.90	\$1477.50

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 76

TRAVEL

05/01/08 JNP	TRAVEL TO COURT FOR DIP LOAN AND DISCLOSURE STATEMENT HEARING. (BILLED 50% TIME)	BKG116	0.40
05/23/08 JNP	TRAVEL TO COURT FOR DISCLOSURE HEARING. (BILLED 50% TIME)	BKG116	0.40
TOTAL TRAVEL			0.80 \$300.00

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 77

TAX ISSUES

05/01/08 SAB	CONFERENCE WITH DLCOHEN RE: TAX ISSUE	BKG123	0.10
05/06/08 JNP	CORRESPONDENCE FROM PENNSYLVANIA DEPARTMENT OF REVENUE RE: UNFILED TAX RETURNS.	BKG123	0.10
05/07/08 JNP	READ/REPLY TO EMAILS FROM M. FELGER, A. BRODY AND A. HALPERIN RE: REAL ESTATE TAX APPEAL.	BKG123	0.30
05/07/08 JNP	TELEPHONE CALL WITH O. KLEIN RE: REAL ESTATE TAX CLAIM.	BKG123	0.20
05/08/08 JNP	READ/REPLY TO EMAILS FROM O.KLEIN RE: PENNSAUKEN REAL ESTATE TAXES	BKG123	0.20
05/09/08 JNP	MEETING WITH WILLIAM HOGAN RE: TAX APPEAL.	BKG123	0.20
05/13/08 JNP	EMAIL S. GRABELL RE: PENNSAUKEN TAX APPLICATION.	BKG123	0.10
05/15/08 JNP	READ/REPLY TO EMAIL FROM S. GRABELL RE: PENNSAUKEN TAX ISSUE.	BKG123	0.10
TOTAL TAX ISSUES			1.30 \$505.00

SHAPES/ARCH HOLDINGS
FILE NUMBER: 220718.000
INVOICE NO.: *****

Jun 11, 2008 PAGE 78

ACTIVITY RECAP

	HOURS	AMOUNT
ASSET DISPOSITION	7.80	4,232.50
BUSINESS OPERATIONS	5.60	3,055.00
CASE ADMINISTRATION	55.30	21,506.00
CLAIMS ADMINISTRATION AND OBJECTIONS	25.10	8,688.50
EMPLOYEE BENEFITS/PENSIONS	4.40	1,755.00
FEE/EMPLOYMENT APPLICATIONS	36.90	11,740.50
FINANCING	93.50	39,254.00
LITIGATION (OTHER THAN AVOIDANCE ACTION LITITGA	36.30	17,122.50
PLAN AND DISCLOSURE STATEMENT	207.10	83,903.00
RELIEF FROM STAY PROCEEEDINGS	3.90	1,477.50
TRAVEL	0.80	300.00
TAX ISSUES	1.30	505.00
TOTALS	478.00	193,539.50

%%EOF

EXHIBIT "C"

SUMMARY OF DISBURSEMENTS

DISBURSEMENTS	AMOUNT
a) Computer Assisted Legal Research	892.24
b) Facsimile (with rates) No. of Pages <u>92</u> Rate per Page <u>\$1.00</u> (Max. \$1.00/pg.)	92.00
c) Long Distance Telephone	40.68
d) In-House Reproduction No. of Pages <u>9,581</u> Rate per Page <u>.20</u> (Max. .20¢pg.)	1,916.20
e) Outside Reproduction	
f) Outside Research	
g) Filing/Court Fees	
h) Court Reporting	
i) Travel	966.18
j) Courier & Express Carriers (e.g. Federal Express)	476.41
k) Postage	25.20
l) Other (Explain)	
Newspaper publication of Bar Date	91.23
Pacer	205.28
Luncheon meeting	20.45
Secretarial Overtime	57.25
DISBURSEMENT TOTAL:	\$4,783.12